EXPLANATORY DOCUMENT TO

THE PUBLIC BODIES (ABOLITION OF BRB (RESIDUARY) LIMITED) ORDER 2013

2013 No. [XXXX]

1. This explanatory document has been prepared by the Department for Transport and is laid before Parliament under section 11 (1) of the Public Bodies Act 2011.

2. Purpose of the instrument

The purpose of this instrument is to abolish BRB (Residuary) Limited and transfer its functions to the Secretary of State for Transport and Network Rail (Assets) Limited.

3. Matters of special interest to the Joint Committee on Statutory Instruments

None.

4. Legislative Context

4.1 The Government is proposing to use the powers in the Public Bodies Act 2011 ("the Act") to abolish BRB (Residuary) Limited ("BRB Residuary") and to transfer its functions (broadly statutory maintenance functions arising under various railways authorisation Acts) to the Secretary of State for Transport and Network Rail (Assets) Limited ("NRAL"). Section 1 of the Act permits a Minister to abolish a body or office specified in Schedule 1 and BRB Residuary is one of the bodies listed in that Schedule.

4.2 The Government is also proposing to make a transfer scheme pursuant to section 23 of the Act which permits a Minister to make a scheme for the transfer of property, rights and liabilities. The transfer schemes will transfer BRB Residuary's property, rights and liabilities to Network Rail Infrastructure Limited ("Network Rail"), London and Continental Railways Limited ("LCR"), the Rail Safety and Standards Board Limited ("RSSB") and to the Secretary of State for Transport. It is proposed that the transfer scheme will have effect on the same day as this instrument comes into force and the scheme will be laid before Parliament after being made.

4.3 BRB Residuary is a private company limited by shares which was incorporated on 24 January 2001 in England and Wales. It is currently wholly owned by the British Railways Board ("BRB") which is a statutory corporation established pursuant to the Transport Act 1962. BRB Residuary was incorporated to hold and manage the property, rights and liabilities of the BRB following privatisation and it was always intended that BRB Residuary would be wound up at an appropriate time, and the ongoing functions, property, rights and liabilities transferred to appropriate successor bodies.

4.4 The proposal to abolish BRB Residuary was announced as part of the Cabinet Office's Public Bodies Review on 14 October 2010.

4.5 This instrument, made under the Act, provides for the abolition of BRB Residuary and the transfer of its functions to NRAL, which is a company limited by guarantee and is a subsidiary of Network Rail, and the Secretary of State for Transport. The property, rights and liabilities of BRB Residuary will be transferred under the transfer scheme to successor bodies that are best able to manage them with the majority of the property, rights and liabilities transferring to Secretary of State for Transport. Further details are provided in paragraph 7 of this document.

5. Territorial Extent and Application

This instrument applies to all of Great Britain.

6. European Convention on Human Rights

The Parliamentary Under Secretary of State Stephen Hammond has made the following statement regarding Human Rights:

"In my view the provisions of the Public Bodies (Abolition of BRB (Residuary) Limited) Order 2013 are compatible with the Convention Rights."

7. Policy background

- **What is being done and why**

7.1 BRB (Residuary) is a private company limited by shares having its registered office at 1 Kemble Street, London, WC2B 4AN and incorporated on 24 January 2001 in England and Wales with registered number 4146505. It is wholly owned by the BRB. It was incorporated to hold and manage the residual property, rights and liabilities of the BRB, following privatisation. BRB Residuary has three main areas of responsibility:

- Ownership and management of a diverse property portfolio consisting of around 100 operational and non-operational sites and a handful of administrative offices tenanted for the most part by other government departments
- Management of industrial injury claims by former BRB employees
- Ownership and maintenance of approximately 3,400 structures such as bridges, tunnels and viaducts ("the Burdensome Estate") across England, Scotland and Wales which are no longer part of the operational railway. This responsibility to maintain arises as a result of obligations in the original authorising Acts which permitted the building of the railways.

7.2 The Cabinet Office review of public bodies was launched in June 2010, and proposed that BRB Residuary be abolished, on the basis that it did not meet any of the three Cabinet Office tests (around the need for technical expertise, impartiality or independent establishment of facts). The Cabinet Office announced on 14 October 2010 that, as part of the wider package of Public Bodies review announcements, BRB Residuary should be abolished.

7.3 BRB Residuary was established as a residuary body to discharge certain residual functions of the BRB following its privatisation. As such, it was always intended that

BRB Residuary would be wound up at an appropriate time, and the ongoing functions, property, rights and liabilities transferred to appropriate successor bodies. The Act provides an opportunity to transfer BRB Residuary's property, rights and liabilities in an efficient and cost effective way. In addition the Order under section 1 of the Act is the only effective means of divesting BRB Residuary of its statutory functions, including the statutory liabilities that arose under the authorising Acts. The majority of BRB Residuary's statutory functions will be transferred to the Secretary of State for Transport and a small number will be transferred to NRAL under this Order. This is because these statutory functions relate to properties that are being transferred under the transfer scheme to be made under section 23 of the Act to Network Rail.

7.4 The transfer scheme that will be made pursuant to section 23 of the Act will transfer all of BRB Residuary's property, rights and liabilities to LCR, Network Rail, RSSB and the Secretary of State for Transport. A draft of the transfer scheme is attached at Annex 2 and a summary of the property, rights and liabilities to be transferred are set out in tabular form in paragraph 7.14 below. It is anticipated, subject to Parliamentary approval, that the Order and the transfer scheme will be made on or about 20th September and that the property, rights and liabilities of BRB Residuary will transfer on the date the Order comes into force (i.e. 30th September). This is to ensure that BRB Residuary can continue to carry out its activities in relation to property disposal. The properties shown in italics in the schedules to the transfer scheme may be sold prior to the transfer scheme being made and if this is the case references to such properties will be removed from the transfer scheme. The transfer scheme when made will be laid before Parliament in accordance with the Act.

7.5 Some further minor changes may also be made to the draft transfer scheme which is annexed to this Explanatory Document. In addition to the properties that are shown in italics in the schedules to the transfer scheme which may be sold, some of the properties that are currently listed as unregistered land may be registered by September 2013 and these will then be moved to the appropriate part of the Schedule. In addition, we are currently considering where the residual intellectual property rights should sit within government. Finally we are also trying to establish whether further provisions are required to be included in the transfer scheme to enable the enforcement of maintenance responsibilities where the statutory functions are transferring to one body but the property, rights and liabilities in the real property rest with another body.

7.5 LCR is a company limited by shares which is wholly owned by the Secretary of State for Transport. In 1996 it won the contract to build and operate the high speed Channel Tunnel Rail Link (HS1), and more recently has been the joint venture partner in two major regeneration programmes at King's Cross Central and the International Quarter in Stratford, delivering the regeneration benefits from HS1. Due to its specific expertise in managing and developing property assets within a railway context, and in particular property assets associated with major infrastructure projects, the following parts of BRB Residuary's estate are being transferred to it:

- a number of sites, mostly vacant land, where there is sufficient development potential to warrant medium term retention in public ownership in order to realise best value for money;

- the administrative office estate which is a mix of freehold and leasehold accommodation and comprises approximately 1.1 m sq ft of accommodation across five locations in England; and
- a small number of other sites which are not subject to formal restrictions on disposal, but where a policy of promoting or maintaining rail use represents the most appropriate commercial strategy for these sites.

7.6 Following the abolition of BRB Residuary, LCR will also manage Temple Mills bus deport, North Pole International depot and the Waterloo International Terminal on behalf of the Secretary of State for Transport on the basis of a management agreement. Therefore, all contracts relating to the management of these properties will be transferred to LCR so as to enable it to fulfil its obligations under the management agreement.

7.7 Network Rail is a company limited by shares and was established to carry on the business of acquiring, owning, managing, operating and developing the rail network in Great Britain. Its network licence restricts its activities mainly to the business of operating, maintaining, renewing and enhancing the national rail network and permits a few other ancillary activities. The Office of Rail Regulation monitors Network Rail's performance under the network licence, and regulates the activities it carries out.

7.8 The rationale for the transfer of the parts of BRB Residuary's estate to Network Rail include:
- correcting apparent anomalies of property ownership arising from rail privatisation in 1994 which includes sites where Network Rail ownership would lead to sensible economies in the management of properties;
- transferring assets which one would expect the rail infrastructure owner to own or manage. These are memorials to railway staff killed during the wars and people who died in railway accidents, for which BRB Residuary currently have maintenance responsibility;
- transferring assets which are of significance to the railway industry such as Old Dalby which is a high speed, electrified railway available for testing rolling stock and for other purposes; and
- transferring structures which form part of the Burdensome Estate which are located adjacent to Network Rail property, the good maintenance of which is crucial to the safe running of the operational railway.

7.9 Statutory functions (i.e. generally maintenance functions arising under the original authorising railways Acts) in relation to the properties being transferred to Network Rail will be transferred under this Order to NRAL. In addition, the Order will also transfer statutory functions in a further 6 structures, the good maintenance of which is crucial to the safe running of the operational railway to NRAL. NRAL is company limited by guarantee (and therefore an "eligible person" to whom functions can be transferred under section 1 of the Act) and it is a subsidiary of Network Rail. The transfer of the functions on the one hand and property, rights and liabilities on the other is being divided in this way following discussions with Network Rail. Network Rail is the company that owns, manages and operates the railways and is funded to do so. It is therefore important that the costs or benefits of managing any property, rights and liabilities that are transferred can be included within the scope of regulatory

periodic reviews carried out by the Office of Rail Regulation under the Railways Act 1993 (as amended by the Railways Act 2005) to ensure that Network Rail are appropriately funded. The Office of Rail Regulation has been informed of the property, rights and liabilities transferring to Network Rail and confirmed its approval to the transfer.

7.10 The statutory functions transferred to NRAL under the Order are principally perpetual maintenance obligations arising under the original railways authorising Acts. Under the proposed transfer scheme, Network Rail will be required to carry out those maintenance obligations on behalf of NRAL and to indemnify NRAL in respect of any failure to observe those obligations.

7.11 RSSB is a company limited by guarantee and is a not-for-profit company owned and funded by major stakeholders in the railway industry. It operates as a centre of excellence for all matters relating to railway safety and railway technical standards. RSSB is funded by levies on its members in the railway industry and grants for research from the Department for Transport ("the Department"). Rail Documentation and Drawing Services Limited ("RDDS"), a company limited by shares, is owned by RSSB. BRB Residuary has ownership of the intellectual property rights in some 300,000 drawings and 30,000 maintenance documents relating to traction and rolling stock built prior to 1996. These drawings and maintenance documents are licensed to RDDS under an agreement between BRB and RDDS dated the 22nd February 1996 (BRB's rights having since been transferred to BRB Residuary). The drawings and documents in question are old and disparate and have no quantifiable value, but they remain of importance to many railway industry bodies who still operate former British Rail rolling stock and RDDS makes them available to the rail industry as required. The Department is keen to ensure that that railway bodies continue to have the ability to make use of these drawings.

7.12 It is proposed therefore that the ownership and associated intellectual property rights of BRB Residuary in the drawings identified in the agreement between BRB and RDDS of 22nd February 1996 and the rights and obligations of BRB (now vested in BRB Residuary) under that agreement should be transferred pursuant to the transfer scheme to the RSSB. The effect of this would be to unite under common group ownership, the ownership of the drawings and associated intellectual property rights, on the one hand, with the ability, on the other hand, to supply copies of those documents to other railway industry bodies and to continue to ensure the continued protection of the rights of railway industry bodies to make use of these intellectual property rights.

7.13 The remaining property, rights and liabilities of BRB Residuary will transfer under the Transfer Scheme to the Secretary of State for Transport. These include:

- sites which are, or may become once more of strategic importance to the rail network and which may also have development potential over the longer term. The management of these sites and support for their future development will be undertaken for the Secretary of State for Transport by LCR due to its expertise in property development and regeneration (see paragraph 7.6 for details);
- the maintenance and management responsibility for the residual Burdensome Estate. The responsibility of managing the Burdensome Estate will be undertaken on behalf of the Secretary of State for Transport by the Highways Agency, which

is an executive agency of the Department, as it has the requisite engineering and maintenance expertise;

- a number of low value properties most of which are vacant land. In general such properties have been sold by BRB Residuary at auction as soon as possible and those that remain have not been sold due to legal or other constraints. The management of these properties will be undertaken by the Highways Agency on behalf of the Secretary of State for Transport;
- liabilities in respect of industrial injuries, employment and environment-related claims resulting from BRB activities as an operator of trains, ships and hotels;
- residual intellectual property rights (the Department is currently considering where these rights should sit within government);
- shipwrecks; and
- wagons.

7.14 The property, rights and liabilities that are transferring pursuant to the transfer scheme on the abolition of BRB Residuary are set out below in tabular form together with the identity of the body they are being transferred to and the rationale for the transfer to the particular body.

Property, rights and liabilities being Transferred	**Transferee Body**	**Rationale for Transfer**
Sites with development potential	LCR	There are up to 19 sites, mostly vacant land, where there is sufficient potential to warrant medium term retention in public ownership in order to realise best value for money when it is decided to proceed with disposal. BRB Residuary's strategy has been to overcome problems that impact on potential development opportunities. LCR's expertise as a property development company means that it will be able to carry forward BRB Residuary's strategy where it represents value for money to do so.
Administrative Office Estate	LCR	This consists of a mix of leasehold and freehold office accommodation at various locations. BRB Residuary has been responsible for the ongoing management of this estate. LCR's commercial property expertise makes it best placed to take on this responsibility.
Sites with ongoing rail use	LCR	There are a small number of sites available for disposal where promoting and maintaining rail use is the most appropriate commercial strategy. LCR's experience in rail related developments make it the most appropriate body to take on these sites.

Correcting anomalies of property ownership arising from rail privatisation	Network Rail	These are sites where Network Rail ownership would lead to sensible economies in the management of the properties. An example of this is Whitebridge Crossing Cottage, the removal of which would enable the replacement of a level crossing and the removal of a line speed restriction. These sites should have transferred to Network Rail's predecessor company in 1994 at the time of rail privatisation.
Railway memorials	Network Rail	There are a number of memorials to former railway workers killed in the wars or in rail accidents. As owner and operator of the national rail network, and a major employer in the rail industry Network Rail is best placed to take on the responsibility of maintaining these.
Assets of significance to the railway industry	Network Rail	Old Dalby is a high-speed, electrified railway available for testing rolling stock and other purposes. It includes a test centre currently leased to London Underground for testing and mileage accumulation by new trains. As owner and operator of the national rail network it is appropriate that Network Rail assume ownership of the test track (subject to London Underground's continuing lease).
Rail related Burdensome Estate	Network Rail	As part of the Burdensome Estate, there are structures that form part of, or impact on, the operational railway (such as disused bridges over the operational railway). It is appropriate for Network Rail to take on maintenance responsibility for these because the good maintenance of these is crucial to the safe running of the operational railway.
Intellectual property rights in drawings and maintenance documents relating to traction and rolling stock	RSSB	BRB Residuary has ownership of the intellectual property rights in some 300,000 drawings and 30,000 maintenance documents relating to rolling stock built before 1996. These intellectual property rights are currently licensed to RDDS. It is proposed that the ownership of and associated intellectual property rights in the drawings identified in the licence agreement between BRB and RDDS dated the 22nd February 1996 and the rights and obligations of BRB (now vested in BRB Residuary) under that agreement should be transferred pursuant to the transfer scheme to

		the RSSB. The effect of this would be to unite under common group ownership, the ownership the drawings and associated intellectual property rights, on the one hand, with the ability, on the other, to supply copies of those documents to other railway industry bodies and to ensure the ability of railway industry bodies to make use of these intellectual property rights.
Sites of strategic importance to the rail network	Secretary of State for Transport	These are sites which are, or may become of strategic importance to the rail network and which may also have development potential over the longer term. This relates to 3 sites – Temple Mills Bus Station in East London, North Pole International Depot and Waterloo International Terminal. Because of their ongoing strategic transport importance, ownership is retained by the Secretary of State for Transport, but the properties will be managed by LCR, who have the necessary commercial and development expertise to maintain the sites and pursue commercial opportunities that maximises income potential for the sites.
Burdensome Estate	Secretary of State for Transport	Maintenance and management responsibility for the residual Burdensome Estate will transfer to the Secretary of State for Transport. The majority of the 3,400 structures that comprise the Burdensome Estate, which are no longer part of the operational railway but need to be maintained, will transfer. The responsibility of managing the Burdensome Estate will be undertaken on behalf of the Secretary of State for Transport by the Highways Agency, which is an executive agency of Department, as they have the necessary engineering and maintenance expertise.
Industrial Injury Claims	Secretary of State for Transport	BRB was a major employer for nearly half a century (with up to three-quarters of a million employees at one time) and was an operator of trains, ships and hotels for most of that time. The claims are for industrial injuries and employment and environment-related claims resulting from its activities during that period. In some instances claims do not arise until many years after the relevant employment ceases (e.g. medical conditions may not develop until much later). Industrial injury claims in the region of £12m –

		£15m pa are made by former BRB employees. The majority relate to mesothelioma and asbestosis and have been settled quickly by BRB Residuary due to the aggressive nature of the illnesses. The liability for handling the claims will pass to the Secretary of State for Transport. The Department will therefore manage these claims where the legal liability would have rested with BRB Residuary.
Residual property, rights and liabilities	Secretary of State for Transport	There are a number of other more minor functions undertaken by BRB Residuary that will pass to the Secretary of State for Transport. These include; ownership of a portfolio of low value properties where it is not viable to sell (ongoing management of these will be undertaken by Highways Agency); property, rights and liabilities relating to land transferred by BRB Residuary to the Railway Paths Limited, a company with charitable status who uses the land as part of a national cycle network; property, rights and liabilities relating to a number of shipwrecks around the British Isles, and taking on responsibility as head lessee for freight wagons that are leased to Freightliner Limited.

7.15 There are currently 44 employees working for BRB Residuary, a figure which includes 4 Board directors. All employees have been consulted over the plans for BRB Residuary, in accordance with TUPE regulations. This has included both informal and formal consultation with individual members of staff over the period of May to August 2012, and collective consultation with the staff representative and a representative from the Transport and Salaried Staffs Association (TSSA), as a small number of staff are members of this union.

7.16 It is anticipated that 35 of the current employees could transfer to successor bodies and the Department considers that TUPE regulations will apply in respect of these employees. Of these employees 8 would transfer to the Highways Agency, 2 would transfer to the General Counsel's Office at the Department and 25 would transfer to LCR. With respect to these employees BRB Residuary has sought to establish with each successor body whether or not it is aware of any changes contemplated post transfer which might impact on the individuals concerned. This has resulted in a number of individuals being identified as being "at risk" of redundancy post transfer due to actions contemplated by the successor bodies. An individual in this situation faces a period of uncertainty as their situation will only be resolved post transfer to the successor body.

7.17 BRB Residuary has always wanted to remove uncertainty for individuals at the earliest opportunity. For those individuals identified as being at risk of redundancy post transfer, BRB Residuary has offered each individual the opportunity to enter into a

Compromise Agreement in order to clarify the terms by which their employment would be brought to an end prior to transfer to a successor body. An individual is not obliged to accept the offer of a Compromise Agreement as they are offered on a "without prejudice" basis. Should an individual decline the offer of a Compromise Agreement then they will transfer to the successor body under TUPE, with the strong likelihood that they will then be placed at risk of redundancy.

7.18 The process of offering Compromise Agreements to staff at risk of redundancy has resulted in 12 members of staff entering into Compromise Agreements, with 23 members of staff remaining eligible to transfer to successor bodies in accordance with TUPE legislation. Of these employees 7 will transfer to the Highways Agency, 2 will transfer to the General Counsel's Office at the Department and 14 will transfer to LCR This will ensure knowledge transfer and business continuity during the period of the transfer, helping to ensure that functions continue to be provided in an effective way. A further 5 employees will be made redundant, with the employment of the 4 Board directors also being terminated when their current contracts come to an end on 30 September 2013.

7.19 The total costs associated with the redundancy and Compromise Agreement arrangements described above are around £0.6m.

- Satisfying the requirements of section 8(1) of the Act

7.20 In line with the requirements of the Act (section 8 (1)), a Minister may only make an Order under section 1 of the Act abolishing a body if the Minister considers that the Order serves the purpose of improving the exercise of public functions. In considering this, the Minister must have regard to efficiency, effectiveness, economy and securing appropriate accountability to Ministers.

7.21 The Minister considers that this Order serves the purpose in section 8(1) of the Act for the following reasons:

i. Efficiency: The decision to abolish BRB (Residuary) is consistent with reducing unnecessary bureaucracy, overheads and management layers. As a residuary body, it was always the intention that BRB Residuary would be wound-up at an appropriate point in time, and the ongoing functions, property, rights and liabilities transferred to successor bodies. BRB Residuary has successfully divested itself of more than 90% of the properties it inherited at its creation in 2001. Given the reduced scale of BRB Residuary's activities, it is now no longer viable to maintain BRB Residuary as a separate corporate entity and the inclusion of BRB Residuary within the Public Bodies Act 2011 provides an opportunity to wind up BRB Residuary in an efficient and cost-effective way.

The transfer of functions, property, assets and liabilities to the Secretary of State for Transport, LCR, NRAL, Network Rail and the RSSB will not result in any reduction in the level of efficiency with which the services are delivered, and there will be no impact on members of the public or on the delivery of business. The successor bodies are already carrying out similar activities and so have in place structures and expertise to deal with the functions, property, rights and liabilities transferred to them. In addition, it will provide opportunities for greater flexibility and further efficiencies for

the successor organisations, through absorbing the functions into their existing structures and identifying opportunities for streamlining business processes.

ii. Effectiveness: The proposed transfers will not result in any diminution of the effectiveness with which BRBR's activities are executed. The successor bodies to which BRB Residuary's functions, property, rights and liabilities are transferring have the necessary expertise and the ability to take on BRB Residuary's activities as part of their ongoing responsibilities. This is preferable to maintaining a separate organisation with a diminishing workload and correspondingly disproportionate administrative overheads. In addition, transferring the activities undertaken by BRB Residuary into organisations with longer term remits will improve resilience with regard to the delivery of these activities in the future.

The rationale for the transfer categories has been carefully developed so that the appropriate type of work (engineering, property management, litigation and managing enquiries) will transfer to organisations that already have expertise in those areas. Each successor body is a mature organisation with established governance arrangements in place to ensure that the BRB Residuary's activities will continue to be delivered effectively.

iii. Economy: This reform will deliver a better deal for taxpayers as the activities undertaken by BRB Residuary will be absorbed within existing organisations that are already carrying out similar activities. This will result in a reduction in the administrative overheads required to deliver these functions, and an overall saving for the taxpayer. The total savings to the taxpayer immediately following abolition will be approximately £2.4m per annum. In addition, and in the medium term, it is anticipated that successor bodies will achieve further efficiencies, delivered in the form of synergies from absorbing comparable workstreams into their organisations (for example by pursuing preferential contractual rates, possible due to the larger scale of contract services) and by reduced overhead costs (for example when leases on current office accommodation expire).

There will be some costs incurred as a result of the abolition, due to redundancy payments to staff. It is estimated that the total redundancy costs will be around £0.6 million. The savings and abolition costs can be broken down into the remaining years of the spending review period as follows:

	2013/14	**2014/15**	**Total**
Savings			
Staff Costs	£0.8m	£1.2m	£2.0m
Accom. Costs	-	£0.1m	£0.1m
Insurance	£0.1m	£0.2m	£0.3m
IT Costs	£0.1m	£0.1m	£0.2m
Prof. fees	£0.3m	£0.6m	£0.9m
Other	£(0.1m)	£0.2m	£0.1m
TOTAL	£1.2m	£2.4m	£3.6m
Costs			
Redundancy	£0.6m	£0	£0.6m
NET TOTAL	**£0.6m**	**£2.4m**	**£3.0m**

Finally, it has always been the Government's intention to wind-up BRB Residuary at the appropriate time. To do so now by way of an abolition and transfer of functions Order and a transfer scheme under the Act represents a saving of £1-1.5 million compared to the conveyancing costs that would be incurred in order to transfer the properties to the successor bodies. In addition, without the Order under the Act there would be no other mechanism for transferring statutory maintenance functions relating to the Burdensome Estate arising under the original authorising railways Acts of Parliament; this would mean that even if the properties themselves were transferred with appropriate indemnities for BRB Residuary, BRB Residuary would still have had to be kept in formal existence (with some associated costs) because of the continuing existence of those statutory functions.

iv. **Securing appropriate accountability to Ministers**: The transfer of functions that will result from the abolition will not lead to any reduction in the accountability to Ministers compared with current arrangements. BRB Residuary has in the past been directly accountable to the Secretary of State for Transport who also sets the objectives for BRB which is currently the parent company of BRB Residuary. Following the abolition, the majority of functions, property, rights and liabilities will be vested in the Secretary of State for Transport. In addition, the abolition of BRB Residuary will not result in any change to the current process for releasing land designated for rail use for disposal or alternative non-transport use. All final decisions on such land will rest with the Secretary of State for Transport.

LCR is a company wholly owned by the Secretary of State for Transport. As such, it is directly accountable to the Secretary of State for Transport, and so the transfer of BRB Residuary's activities to it will not impact on Ministerial accountability. Similarly, the Highways Agency, which will take on management responsibility for the Burdensome Estate and low value properties, is an executive agency of the Department and so directly accountable to the Secretary of State for Transport.

Responsibility for managing industrial injuries claims arising from the former activities of BRB will now directly fall to the Department thus ensuring direct accountability of the Secretary of State.

Network Rail is a company established to oversee management of the railway infrastructure. In that role, Network Rail operates under and is regulated by a network licence issued by the Office of Rail Regulation. This licence contains a set of conditions under which Network Rail must operate and Network Rail is accountable for this to the Office of Rail Regulation. The statutory functions in relation to the structures and the properties (listed in the Schedule to the Order) will transfer to NRAL, a subsidiary of Network Rail, and the associated property, rights and liabilities in majority of those structures and 27 other properties will transfer to Network Rail. The property, rights and liabilities transferring to Network Rail are properties and structures that are connected with the operational railway infrastructure. The transfer scheme also provides that Network Rail will undertake maintenance of the structures on behalf of NRAL and will indemnify NRAL against any claims made by third parties in relation to the statutory functions (essentially perpetual maintenance functions) transferred under this Order to NRAL. Although the property, rights and liabilities transferred to Network Rail represent a very small proportion of the overall

asset and infrastructure portfolio for which Network Rail is responsible, they will fall within the same regulatory regime and be subject to the same licence arrangement.

RSSB, who will have ownership of the intellectual property rights for certain rail related documents and drawings, is a not-for-profit company part funded by the Department. The documents and drawings of which it will take ownership are currently licensed to its subsidiary RDDS which provides access to these documents and drawings to railway undertakings. The drawings and documents in question are old and disparate and have no quantifiable value, but they remain of importance to many railway industry bodies who still operate former British Rail rolling stock. The current arrangement of licensing these drawings and documents to RDDS will continue post abolition. RDDS will continue to provide access to them to rail industry participants. Given this, there will be no impact on the level of accountability to Ministers as a result of this transfer of these intellectual property rights.

7.22 The Minister considers that the conditions in section 8(2) of the Act are satisfied in respect of BRB Residuary as the functions are being transferred to successor bodies best able to manage them in order to ensure that all the obligations of BRB Residuary arising from any present or future liabilities, or liabilities arising out of past transactions, events and circumstances are properly met. Abolition does not remove any necessary protections nor does it affect the exercise of any legal rights or freedoms either directly or indirectly.

- **The Order**

7.23 This Order transfers the statutory functions of BRB Residuary to the Secretary of State for Transport and NRAL. It abolishes BRB Residuary and provides for the removal of BRB Residuary's name from the register of companies.

7.24 This Order also makes consequential amendments to the Transport Act 1968 in relation to functions exercised by BRB Residuary in relation to certain bridges over disused rail lines that are transferred under this Order to the Secretary of State for Transport.

7.25 Finally, this Order also makes consequential amendments to the Edinburgh Tram (Line One) Act 2006, the Edinburgh Tram (Line Two) Act 2006, the House of Commons Disqualification Act 1975 and the Scottish Parliament (Disqualification) Order 2010.

8. Consultation outcome

8.1 The Government has carried out a consultation in accordance with section 10 of the Act. The targeted 6-week consultation on the proposed abolition of BRB Residuary and the transfer of its functions, properties, rights and liabilities to successor bodies, which was also made available to the public on the Department's website and Gov.UK, was launched on 15 May 2012 and closed on 9 July 2012. The consultation was targeted at those with an interest in the activities undertaken by BRB Residuary, and therefore best placed to comment on the proposed changes. It was considered that 6 weeks allowed sufficient time for replies from those to whom the consultation was principally directed, although it was stated that a time extension would be considered

for extenuating circumstances. In the event, the consultation period was extended for two parties who requested additional time (English Heritage and Transport for London) for whom it ran for a total of 8 weeks. In addition, the Department liaised closely with BRB Residuary and the proposed successor bodies (LCR, Network Rail, RDDS, RSSB and the Highways Agency) in relation to the consultation. In particular, the Department ensured that BRB Residuary was fully engaged in the consultation process, through regular meetings during the consultation period to discuss responses received, and a review of all the responses at the end of the process. There have also been a series of further meetings with Network Rail to discuss details of properties being transferred. A total of 29 responses were received in response to the formal consultation. Responses were analysed for general views on the proposals and the specific questions set out in the consultation document.

8.2 Respondents included a number of organisations from the rail industry and rail passenger organisations, as well as from organisations and individuals who have an interest in or would be impacted in some way by the proposals. Responses were also received from a variety of other sources, such as academic and research organisations, the Welsh Government and two local authorities. The overall balance of opinion was supportive of the proposals. Where concerns or queries were raised, points were made in relation to specific aspects of the plans rather than the underlying approach and in many cases sought clarification or better understanding of the details. No single response provided detailed input on all of the questions set out in the consultation document. Instead the pattern was to comment on aspects of the proposals relating to one or more of the 4 successor organisations that the Department proposed should take on BRB Residuary's roles and responsibilities, or on the implications of the proposed transfer of responsibilities, often in respect of a specific area, site or business interest.

8.3 The majority of responses were supportive of the logic of the proposal and recognised that it has always been the intention to abolish BRB Residuary at the right point. It was also acknowledged by some that it was no longer cost effective to continue with BRB Residuary in its current form. Several consultees referred to their good working relationship with BRB Residuary and/or the legal agreements already in place, and sought reassurance that these would be continued or upheld in the future to prevent either an increase in costs or a decrease in value of related business interests. One respondent praised BRB Residuary's 'imaginative and sustainable' approach to finding uses for redundant buildings and structures. Support was qualified in two cases by statements of interest in several named BRB Residuary properties seen as important for future regional transport policy. There were also requests for reassurance that nothing would be done to dispose of railway assets that could logically be needed at a future time (where there is a sound value for money business reason for retention).

8.4 The Department's response confirmed that the abolition of BRB Residuary will not result in any change to the current process for releasing land designated for rail use, for disposal or for alternative non transport use. In addition, and in response to questions relating to specific sites, it was confirmed that details would be passed to the relevant successor body who would be encouraged to enter into early engagement with the parties post abolition.

8.5 In terms of LCR's involvement, although some concerns were raised over specific sites, most of the respondents were supportive of the proposals, and acknowledged that LCR have the necessary expertise for managing or developing the sites and properties to be transferred to them. Two of the responses suggested that some of the sites due to transfer to LCR should instead go to Network Rail (including Market Harborough and Glasgow Eastfield Depot) and following consultation (and further discussions with Network Rail) these are now intended to go to Network Rail. There was also a general request for consultation in the event of LCR selling off any of the property or assets it received from BRB Residuary that might be needed for future rail use. It was confirmed in the Department's response that the abolition will not result in any change to current processes for releasing land designated for future rail use, including the need for consultation.

8.6 With regard to the transfers to Network Rail, all of the respondents were supportive of the proposals, with a number who indicated that their proposed involvement was a sound and logical approach. Responses received from academic and research organisations were supportive of the proposed transfer of the Old Dalby Test Track from BRB Residuary to Network Rail.

8.7 Network Rail was consulted over the proposals to transfer functions, property rights and liabilities to Network Rail Limited, which is the parent company of Network Rail Infrastructure Limited. Network Rail Infrastructure Limited responded on behalf of their parent company. The original intention had been to transfer all the properties to Network Rail Limited. However, and following discussion, it has been agreed that the statutory rights and liabilities in the structures and properties listed in the schedule to the Order will be transferred to NRAL, a subsidiary company of Network Rail and a company limited by guarantee as required by the Act, while the associated property, rights and liabilities in the majority of those structures, the railway memorials and the properties will be transferred to Network Rail. The transfer of the functions, property, rights and liabilities is being divided in this way at the request of Network Rail.

8.8 Network Rail's reasoning for this is that Network Rail is the company that owns, manages and operates the railways and is funded to do so. It was therefore important that the costs or benefits of managing any property, rights and liabilities that are transferred can be included within any regulatory periodic review carried out by the Office of Rail Regulation under the Railways Act 1993 (as amended) to ensure that Network Rail is appropriately funded. The transfer scheme provides that Network Rail will undertake maintenance of the structures on behalf of NRAL and will indemnify NRAL against any claims made by third parties in relation to the statutory functions transferred under the Order to NRAL.

8.9. In terms of the transfer proposals themselves, Network Rail agreed to the transfer of assets and related activities where this is of benefit to the industry, but sought further details on some properties being transferred. They also requested clarification on practical aspects of the transfer process itself, including confirmation that the transfer would not include employees, confirmation of how tax and Land Registry matters would be dealt with and ensuring that the Office of Rail Regulation was consulted on the proposed transfer. The Department has worked closely with Network Rail and the Office of Rail Regulation to clarify issues associated with the transfer to Network Rail

of the property rights and liabilities and to ensure that sufficient information has been provided.

8.10 Following discussions with Network Rail, agreement was reached on the properties to be transferred, including 3 additional properties they identified as appropriate to include in the transfer scheme because of their proximity to the operational railway and relevance to future use (at Market Harborough, Hunslet Sidings and Glasgow East Park depot). The Office of Rail Regulation has confirmed its approval to the properties, rights and liabilities that are to transfer.

8.11 With regard to the transfer to the Secretary of State for Transport, most of the responses received agreed that the Secretary of State for Transport should manage the functions proposed. Only one respondent opposed the proposal. That respondent was concerned over the management role of the Highways Agency, and whether an organisation responsible for managing the road network would act in the best interest of the rail industry. In other responses, a range of views and concerns were expressed regarding the detail of how the transferring assets would be managed. Queries included ones relating to the involvement of the Highways Agency, how the Secretary of State for Transport would maintain existing BRB Residuary working relationships, and the future of specific properties or sites. Railway Paths Limited were concerned that the transfer of management responsibilities for the Burdensome Estate from BRB Residuary to the Highways Agency could lead to a loss of expertise over time, and a reduction in service levels.

8.12 The Department confirmed in its response that Highways Agency has the necessary engineering and maintenance expertise to take on the responsibility and will ensure there is no diminution in the effectiveness with which BRB Residuary's activities are carried out. In addition, BRB Residuary's employees who currently deal with this work will transfer to the Highways Agency, providing business continuity and the opportunity to share their knowledge and expertise with the Highways Agency. This will ensure that the current service levels are maintained and will improve resilience for the continued support for this work going forward. Finally, the Department's response made clear that a senior representative of the Highways Agency will sit on the Railway Paths Limited Board, replacing the current BRB Residuary Board member and helping to maintain and replicate the current close working relationships between the organisations.

8.13 The consultation responses raised concerns over whether using the Highways Agency would provide best value, particularly if they have to apply higher maintenance and inspection standards than used by rail authorities for road bridges over disused railway line.

8.14 The intention on BRB Residuary's creation in 2001 was that it would maintain these road bridges to the same standard as BRB. This was the maintenance standard as set out in the Railway Bridges (Load-Bearing Standards) (England and Wales) Order 1972 ("the 1972 Order") made under section 117 of the 1968 Transport Act. The 1972 Order read with section 117 provides for BRB and its subsidiaries to maintain the structure of road bridges to the standard set out in that Order ("the prescribed standard"). In practice this "prescribed standard" is a lower weight bearing standard than that which generally applies to public road bridges maintained by local highway

authorities. The 1968 Act (at section 116) also passed responsibility for maintaining the surface of road bridges over railways to local highways authorities. Since then, it has therefore fallen to the latter to ensure the overall maintenance standard of the bridge structure is adequate for the traffic using that bridge. Any costs of maintaining the bridge to that standard where that goes beyond the "prescribed standard" minimum have therefore fallen to local highways authorities.

8.15 When BRB Residuary first acquired responsibility for the road bridges in 2001 (when the bridges were transferred to it from BRB under a transfer scheme of 26 January 2001, the "2001 Transfer Scheme", made under the Railways Act 1993), it was intended that the position would remain unchanged. As BRBR was initially a subsidiary of BRB that was initially the case. However, although this was not appreciated at the time, this ceased to be so when, in February 2001, ownership of BRB Residuary was transferred from BRB to the Strategic Rail Authority. Having ceased to be a subsidiary of BRB at that point, BRB Residuary also then ceased to benefit from the relevant provisions of the Transport Act 1968 and the "prescribed standard" for maintenance set out in the 1972 Order. Functions under the 1968 Act had also been expressly excluded from the functions transferred under the 2001 Transfer Scheme and so had not transferred by that route either. (BRB subsequently passed into the ownership of the Secretary of State under a 2005 Transfer scheme, made under the Railways Act 2005 in connection with the abolition of the Strategic Rail Authority but this left the position as regards the 1968 Act and the prescribed standard of maintenance as it had been since February 2001).

8.16. This loss of the ability to benefit from the "prescribed standard" maintenance obligation was not however appreciated in 2001 either by BRB Residuary or by local highways authorities and in the intervening period both sides have continued to act on the basis that it did in fact apply. The difficulty was only eventually appreciated when the Department's response to the concerns raised regarding 'best value' was being considered.

8.17 Since 1972, local highway authorities have taken responsibility and been funded for maintaining these road bridges to the higher weight bearing standard where they deem it necessary. The work is undertaken as part of their overall responsibility for the local road network. The creation of BRB Residuary in 2001 was not intended to change this position and since that time, BRB Residuary and local highway authorities have continued to act on the basis of an understanding that BRB Residuary has the benefit of applying the prescribed standard to the maintenance of these bridges. In that time, there have been no changes in policy or funding for local highway authorities that would affect this position.

8.18 In order to ensure that BRB Residuary has the benefit of the prescribed standard, and so that the benefit of the prescribed standard can transfer to the Secretary of State when BRB Residuary is abolished, the ownership of BRB Residuary was transferred from the Secretary of State for Transport to BRB on 1st April 2013. As a subsidiary of BRB, BRB Residuary again has the right to maintain the bridges to the prescribed standard as set out in the 1972 Order. By taking this action the Department has ensured that the position in law and practice meet. As this will not result in any change to current practice, it will have no impact on the parties involved or on existing funding arrangements for these road bridges. Local highway authorities in England

and Ministers in Scotland and Wales have been informed of the issue, through a letter sent to local highway authority leaders, which gave them an opportunity to comment on the matter.

8.19 No comments or concerns were raised by local highways authorities in England or by Ministers in Scotland and Wales following receipt of this letter.

8.20 On the proposed transfer of activities to RSSB, the majority of responses were supportive, with one concluding that the organisation has the appropriate experience to manage the intellectual property rights and licences referred to in the consultation document. One respondent raised concerns over the need to ensure that RSSB continue to comply with existing Exploitation Licences which control access to some of the documents and which the privatised rail undertakings entered into at the time of rail privatisation. In the Department's response it was confirmed that passing intellectual property rights to RSSB was intended to simplify current ownership and management responsibilities for the records licensed to RDDS and to benefit the rail industry by allowing continued access to these records where appropriate. The transfer of the intellectual property rights will not impact on existing Exploitation Licence provisions so that railway undertakings will continue to have access as currently.

8.21 Following the close of consultation, the Department held meetings with each of the successor bodies, to discuss the outcome of the consultation and proposed next steps. This included a meeting with the Office of Rail Regulation, to ensure that they were aware of the outcome of the consultation and details of the properties being transferred to Network Rail. This was necessary because the Office of Rail Regulation is responsible for ensuring that Network Rail complies with the conditions set out in its network licence (http://www.rail-reg.gov.uk/server/show/nav.2159), and so needed to be satisfied that the properties to transfer would not impact on those conditions. The Office of Rail Regulation confirmed it was satisfied, on the basis that the properties to transfer are within the definition of "permitted business activity" as set out in the Network Rail licence and, in the case of the transferring structures, are near existing Network Rail infrastructure and so it is necessary to ensure they are structurally sound. With regard to the war memorials, although it was felt that these are not part of "permitted business activity", they are consistent with the fact that Network Rail maintains other similar memorials as part of its managed stations portfolio.

8.22 The Government's decision, subject to Parliamentary approval of the Order, is to proceed with the abolition of BRB Residuary, and for its functions, properties, rights and liabilities to be transferred to the successor bodies identified in this document. Details of the Government's response to the consultation on proposals for reform of its bodies included in the Public Bodies Act can be found on the Inside Government website at: https://www.gov.uk/government/consultations/consultation-on-the-proposed-abolition-of-brb-residuary-ltd-and-the-transfer-of-its-functions-properties-rights-and-liabilities. Further details relating to the consultation can be found in the Annex 1.

9. Guidance

9.1. The nature of this Order makes it unnecessary to publish guidance in relation to it.

9.2 BRB Residuary has been informed of the decision that it is to be abolished and that its functions, properties, rights and liabilities are to be transferred to the Secretary of State for Transport, LCR, Network Rail, NRAL and the RSSB. The Directors of BRB Residuary are supportive of this move and have worked closely with the Department and other successor bodies in ensuring readiness for taking on the functions, property, rights and liabilities post abolition.

9.3 Personal injuries lawyers and other persons representing the interests of personal injury claimants (or potential personal injury claimants) will be reminded of the proposed changes before these come into effect and of the new contact details for claims at the Department.

10. Impact

10.1 It has been determined that an Impact Assessment is not required for the abolition of BRB Residuary and the transfer of its functions to the Secretary of State for Transport and LCR. This is because these represent a machinery of government change rather than a regulatory change and the impact on the public sector in terms of costs/benefits will not exceed £5 million per annum. The impact on business will be neutral, as BRB Residuary's activities will simply be carried out by one of the successor bodies.

10.2 Impact Assessments have been completed in respect of the transfer of activities to RSSB and Network Rail. Two Impact Assessment documents have been prepared. This is because the activities being transferred to these organisations are entirely different (one relates to ownership of intellectual property rights while the other relates to real property and its associated rights and liabilities), and so the potential impacts are different. Given this, it is clearer and easier to represent the outcome of the assessments on two separate documents. The two Impact Assessments concluded that the transfer of functions, properties, rights and liabilities resulting from the abolition of BRB Residuary will have no impact on the general public and will be cost neutral for these successor bodies during the current spending period.

10.3 The two Impact Assessments have been updated following consultation to reflect the most recent available information. This has included an update to the Network Rail Impact Assessment to reflect Network Rail's response to the consultation which concluded that Network Rail Limited was not the correct entity within the Network Rail group of companies to whom the functions, property, right and liabilities should be transferred as it is the parent company. Network Rail is the company that owns, manages and operates the railways and is funded to do so and the property, rights and liabilities should therefore be transferred to them. Network Rail argued that it was important that the costs or benefits of managing any property, rights and liabilities that are transferred can be included within any regulatory periodic review carried out by the Office of Rail Regulation (under the Railways Act 1993, as amended) to ensure that Network Rail are appropriately funded. It also requested that the statutory functions in relation to structures and properties being transferred to Network Rail should be transferred to NRAL, which is a subsidiary of Network Rail and is a company limited by guarantee and therefore a body that meets the requirements of section 1 of the Public Bodies Act for "eligible persons" to whom functions can be transferred. The original Impact Assessment was based on all these activities transferring to Network Rail Limited. However given that NRAL and Network Rail

are all part of the same group of companies, the overall impact on the organisation remains the same.

10.4 An equality impact assessment (EIA) initial screening was carried out for the abolition of BRB Residuary. As it was always intended that BRB Residuary would be wound up at an appropriate time, and its ongoing functions, property, rights and liabilities transferred to successor bodies best able to manage them, there is no equality impact.

11. Regulating small businesses

11.1 The legislation does not apply to small business.

12. Monitoring and review

12.1 Monitoring of the abolition of BRB Residuary is not required as no further action is required once the Order comes into effect and the BRB Residuary functions, property, rights and liabilities will all transfer to the successor bodies. The appointments of the Directors of BRB Residuary will terminate when the Order comes into effect and the BRB Residuary will be abolished.

12.2 All the successor bodies are mature organisations with well established governance procedures. In addition, LCR and Highways Agency are directly accountable to the Secretary of State for Transport, Network Rail will continue to operate under and be regulated by the network licence and RSSB is part funded by Department. Continuing to apply their normal management procedures will ensure that the successor bodies carry out the functions and activities that have transferred effectively.

12.3 Highways Agency will also carry out a review within 2 years of the abolition on how the BRB Residuary activities for which it has taken on management responsibility can best be delivered in the future. The outcome of that review will be presented to the Department before decisions are taken on whether to change how these activities continue to be delivered in the future.

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13. Contact

13.1 Malcolm Twite at the Department of Transport; telephone: 020 7944 6008, or e-mail: malcolm.twite@dft.gsi.gov.uk can answer any queries regarding the instrument.

Annex 1

The Consultation

The consultation document which was made available to the public and the consultees listed in this Annex can be found at http://www.dft.gov.uk/consultations/dft-2012-11/. The consultation ran from 15 May until 9 July 2012 and the response to the consultation can be found at:

http://assets.dft.gov.uk/consultations/dft-2012-11/brb-consultation-response.pdf
https://www.gov.uk/government/consultations/consultation-on-the-proposed-abolition-of-brb-residuary-ltd-and-the-transfer-of-its-functions-properties-rights-and-liabilities

Analysis of the responses

The consultation was targeted at those with an interest in the activities carried out by BRB Residuary and therefore best placed to comment on the proposed changes. In addition, the Department liaised closely with BRB Residuary and the proposed successor bodies (LCR, Network Rail, NRAL, and RSSB) in relation to the transfer to them of the functions, property, rights and liabilities of BRB Residuary. The consultation was also made available to the public on the Department's website, and on GOV.UK.

274 organisations were alerted to the consultation by email. Details are provided at the end of this annex.

Breakdown of Responses

The following table provides a breakdown of the responses received:

Breakdown of Responses	**Number received**
Rail Industry	6
Transport sector	5
Heritage sector	2
Academic and Research organisations	6
Government	1
Local authorities	2
Archival services	2
Members of the public	2
Private railway organisations	3
TOTAL	**29**

Of the responses

7 agreed that BRB Residuary should be abolished, 2 disagreed with the abolition and the remainder did not give a definitive view either way.

2 agreed with the proposed transfer of functions to LCR, 1 disagreed with the proposal but acknowledged that they have the necessary expertise and experience, and the other 2 did not provide a definitive view although did ask for early engagement with LCR on specific sites.

13 agreed with the proposed transfer of functions, property, rights and liabilities to the Network Rail group of companies, including 6 responses from academic and research organisations supporting the transfer of the Old Dalby test track to Network Rail. The other respondent did not express a view, but asked for early engagement with Network Rail on one sites being transferred to it.

5 agreed with the proposed transfer of functions, property, rights and liabilities to the Secretary of State for Transport, and a further 3 provided qualified support subject to further detail on how Highways Agency would undertake BRB Residuary's roles and responsibilities. 5 did not give a definitive view, with 2 of these asking about the future of specific sites and 3 seeking further information on the Highways Agency role. Two disagreed with the proposals.

2 agreed with the proposed transfer of the intellectual property rights to RSSB, with 1 recognising they have the necessary expertise. 2 did not express a definitive view but highlighted the need for ensuring the documents are properly maintained, and 1 disagreed due to concerns on the possible impact of the transfer on an existing licence agreement. The concern expressed by that party was that the transfer of intellectual property rights to RSSB could undermine their commercial position as they hold what they believe to be exclusive access rights to a number of reports covered by those rights. In the response it was confirmed that the transfer of these rights to RSSB will not impact on the respondent's commercial position as RSSB will be required to continue to comply with the requirements of the existing licence agreement.

List of Consultees

Consultee	Role or likely Area of Interest	Postal address
Aberdeen City Council	Local authority - Burdensome	St Nicholas House, Aberdeen AB10 1GY
Aberdeen’re Council	Local authority - Burdensome	Carlton House, Arduthie Road, Stonehaven AB39 2QP
ADEPT	Burdensome	C/o Leicestershire County Council, County Hall, Glenfield, Leicester LE3 8ST
Agility Trains	North Pole	Hitachi Rail Europe Ltd, 16 Upper Woburn Place, London WC1H 0AF
Angel Trains	Interested party (general)	Portland House, Bressenden Place, London SW1E 5BH
Arriva Trains Wales	Train Operating Company	St Mary's House, 47 Penarth Road, Cardiff CF10 5DJ
ASLEF	Union	75-77 St John Street, Clerkenwell, London EC1M 4NN
Association of British Insurers	Claims	51 Gresham Street, London EC2V 7HQ
Association of Personal Injury Lawyers	Claims	3 Alder Court, Rennie Hogg Road, Nottingham NG2 1RX
Association of Train Operating Companies	A.T.O.C.	3rd Floor, 40 Bernard Street, London WC1N 1BY

Auckland Construction	Maintenance contractors	Mill Lane, Arlesey, Bedfordshire SG15 6RF
Barratt Homes	Developer s– Bexhill	Barratt House, Walnut Tree Close, Guildford, Surrey GU1 4 4SW
Bat Conservation Trust	Burdensome	5th Floor, Quadrant House, 250 Kennington Lane, London SE11 5RD
Berkeley Homes	Developers - Tadworth	Berkeley Homes (Southern) Ltd, Berkeley House, Summers Place, Stane Street, Billingshurst RH14 9GN
Berryman Lace Mawer	Solicitors	Salisbury House, London Wall. London EC2M 5QN
Bethell Construction	Contractors	Dane House, Europa Park, Stoneclough Road, Kearsley, Greater Manchester M26 1GE
Biggart Baillie	Solicitors	Dalmore House, 310 St Vincent Street, Glasgow G2 5QR
Birse Rail Consultancy	Contractors	46 George Street, Croydon, Surrey CR0 1PB
Blaenau Gwent County Borough Council	Local authority - Burdensome	Municipal Offices, Civic Centre, Ebbw Vale NP23 6XB
BR Engineers' Ex-serviceman's Association	Memorials	8 The Paddock, Boroughbridge Road, York YO26 6AW
Bridge Owners' Forum	Burdensome	Senior Lecturer in Structural Engineering, Department of Engineering, University of Cambridge, Trumpington Street, Cambridge CB2 1PZ

Bridgend County Borough Council	Local Authority - Burdensome	Civic Offices, Angel Street, Bridgend CF31 4WB
British Film Institute	Intellectual Property Rights	21 Stephen Street, London W1T 1LN
British Transport Police Authority	Interested party (general)	Force HQ, 25 Camden Road, London NW1 9LN
British Waterways Board	Burdensome	64 Clarendon Road, Watford, Herts. WD17 1DA
Broadspire	Claims – consultants	249 Midsummer Boulevard, Central Milton Keynes, Buckinghamshire MK9 1YA
Burgess Hill Town Council	Local authority - Wivelsfield	Town Clerk, 96 Church Walk, Burgess Hill, West Sussex RH15 9AS
C2C Rail Ltd	Train Operating Company	2nd Floor, Cutlers Court, 115 Houndsditch, London EC3A 7BR
Cadw	Interested party (general)	Welsh Government, Plas Carew, Unit 5/7 Cefn Coed, Parc Nantgarw, Cardiff CF15 7QQ
Caerphilly County Borough Council	Local authority - Burdensome	Typenallta, Tredomen Park, Ystrad Mynach CF82 7PG
Cardiff Council	Local authority - Burdensome	County Hall, Atlantic Wharf, Cardiff CF10 4UW
Carillion Rail	Contractor	65 Smallbrook Queensway, Birmingham B5 4HP
Carmarthenshire County Council	Local authority - Burdensome	County Hall, Carmarthen, Carmarthenshire SA31 1JP

Ceredigion County Council	Local authority - Burdensome	Neuadd Cyngor Ceredigion, Penmorfa, Aberaeron, Ceredigion SA46 0PA
Charles Smith	Consultants - Liverpool Bankfield	Partnership Property Consultants, 2 Harrow Drive, Sale, Cheshire M33 3TB
Chelsfield	Consultants – Waterloo	67 Brook Street, London W1K 4NJ
Chiltern Railways	Train Operating Company	2nd Floor, Western House, 14 Rickford Hill, Aylesbury, Buckinghamshire HP20 2RX
Churches Conservation Trust	Charfield accident memorial	1 West Smithfield, London EC1A 9EE
City and County of Swansea	Local authority - Burdensome	Civic Centre, Oystermouth Road, Swansea SA1 3SN
Clackmannanshire Council	Local authority - Burdensome	Development Services, Roads & Transportation Section, Room 11, Kilncraigs, Greenside Street, Alloa FK10 1EB
Cobbetts	Solicitors	58 Mosley Street, Manchester M2 3HZ
Colchester Borough Council	Local authority - Colchester/Marks Tey	PO Box 889, Rowen House, 33 Sheepen Road, Colchester, Essex CO3 3WG
Cole Easdon	Consultants	Unit 2 York House, Edison Park, Dorcan Way, Swindon, Wiltshire SN3 3RB
Collison Contracts (Fencing)	Maintenance contractors	125 Grange Road, Billericay, Essex CM11 2SA
Colne Housing	Developer - Colchester	Digby House, Riverside Office Centre, Causton Road, Colchester, Essex CO1 1RJ

Comhairle nan Eilean Siar	Burdensome	(Comhairle Nan Eilean Siar), Sandwick Road, Stornoway HS1 2BW
Commerzbank AG	Corporate	Corporate Finance, Structured Finance, 30 Gresham Street, London EC2P 2XY
Confederation of Shipbuilding and Engineering Unions	Interested party (generally)	5th Floor, 35 King Street, Covent Gerden, London WC2E 8JG
Conwy County Borough Council	Local authority - Burdensome	Highways and Infrastructure Services, The Heath, Penmaenmawr Road, Llanfairfechan LL33 0PF
Corris Railway Company Ltd	Interested parties (private railway)	Station Yard, Corris, Machynlleth, Powys SY20 9SH
Countryside Council of Wales	Burdensome	Maes-y-Ffynnon, Penrhosgarnedd, Bangor, Gwynedd LL57 2DW
Cross Country Trains Limited	Train Operating Company	5th Floor, Cannon House, 18 Priory Queensway, Birmingham B4 6BS
Crossrail Limited	Operational matters	Land & Property Director, 25 Canada Square, Canary Wharf, London E14 5LQ
D B Schenker Rail (UK) Ltd	Operational matters	Lakeside Business Park, Carolina Way, Doncaster DN4 5PN
Denbighshire County Council	Local authority - Burdensome	Secretary, County Hall, Ruthin. Denbighshire LL15 1YN
Derby City Council	Local authority - Derby RTC	Roman House, Friar Gate, Derby DE1 1XB
Dickinson Estate	Consultants – Barry	c/o Cumberland Ellis, Atrium Court, 15 Jockey's Field, London WC1R 4QR

Drivers	Solicitors	56A Bootham, York YO30 7BZ
Drivers Jonas Deloitte	Consultants/Agents	Athene Place, 66 Shoe Lane, London EC4A 3BQ
Duke of Northumber- land	Northumberland Dock branch	The Northumberland Estates Office, Alnwick Castle, Alnwick, Northumberland NE66 1NQ
Dumfries & Galloway Council	Local authority - Burdensome	Cargen Tower, Garroch Business Centre, Cargenbridge, Dumfries DG2 8PN
Dundee City Council	Local authority - Burdensome	Floor 14, Tayside House, 28 Crichton Street, Dundee DD1 3RB
DWF LLP	Solicitors	Bridgewater Place, Water Lane, Leeds LS11 5DY
Earl of Plymouth Estate	Barry	Cooke & Arkwright, Bayer Lodge, Western Avenue, Bridgend CF313TZ
East Ayrshire Council	Local authority - Burdensome	Greenholm Street, Kilmarnock KA1 4DJ
East Coast Main Line Company Ltd	Train Operating Company	East Coast House, 25 Skeldergate, York YO1 6DH
East Dunbartonshire Council	Local authority - Burdensome	East Dunbartonshire Council, Broomhill Depot, Kilsyth Road, Kirkintilloch, Glasgow G66 1QF
East Midlands Trains	Train Operating Company	Prospect House, No. 1 Prospect Place, Millennium Way, Pride Park, Derby DE24 8HG
East Lothian Council	Local authority - Burdensome	Council Buildings, Haddington EH41 2HA

East Renfrewshire Council	Local authority - Burdensome	Roads Department, 2nd Floor, 2 Spiersbridge Way, Spiersbridge Business Park, Thornliebank, Glasgow G46 8NG
EMG Water Technology	Contractor – Waterloo	Teal House, Duck Island Lane, Ringwood, Hants BH24 3AA
English Heritage	Interested party (general)	1 Waterhouse Square, 138-142 Holborn, London EC1N 2ST
Essex County Council	Local authority - Colchester	County Hall, Market Road, Chelmsford, Essex CM1 1QH
Eurostar International	Train Operating Company	Times House, Bravingtons Walk, Regent Quarter, London N1 9AW
Eversheds	Solicitors	1 Wood Street, London EC2V 7WS
Eversholt Rail Group	Interested party (general)	PO Box 68166, 210 Pentonville Road, London N1P 2AR
Faithfull & Gould	Consultants - North Pole	Chadwick House, Birchwood Park, Warrington WA3 6AE
Falkirk Council	Local authority - Burdensome	Abbotsford House, David's Loan, Falkirk FK2 7YZ
Fife Council	Local authority - Burdensome	Fife House, North Street, Glenrothes KY7 5LT
First Capital Connect	Train Operating Company	Hertford House, 1 Cranwood Street, London EC1V 9QS
First Great Western	Train Operating Company	Milford House, Milford Street, Swindon SN1 1HL

First Hull Trains	Train Operating Company	4th Floor, Europa House, 184 Ferensway, Hull, East Yorkshire HU1 3UT
First ScotRail Railway Ltd	Glasgow Eastfield	50 Waterloo Street, Glasgow G2 6HQ
First ScotRail Railway Ltd	Train Operating Company	Atrium Court, 50 Waterloo street, Glasgow G2 6HQ
First Trans Pennine Express	Train Operating Company	7th Floor, Bridgewater House, 60 Whitworth Street, Manchester M16LT
Flintshire County Council	Local authority - Burdensome	County Hall, Mold, Flintshire CH7 6NB
Forum of Insurance Lawyers	Interested party	Sinclair House, 2d Park avenue, Eccleston Park, Prescot, Merseyside L34 2QZ
Freightliner Group Ltd	Finance Leases	3rd Floor, The Podium, 1 Eversholt Street, London NW1 2FL
Fulcher Edwards Limited	Waterloo & North Pole	Arch 253, 1 Lower Road, Waterloo, London SE1 8SJ
Glasgow City Council	Local authority - Burdensome	Richmond Exchange, 20 Cadogan Street, Glasgow G2 7AD
Grand Central Railway Company Limited	Train Operating Company	River House, 17 Museum Street, York YO1 7DJ
Greater Anglia	Train Operating Company	2nd Floor, East Anglia House, 12-34 Great Eastern Street, London EC2A 3EH
Greater London Authority	Waterloo	Strategic Planning Manager (Frameworks), Greater London Authority, City Hall, Queen's Walk, London SE1 2AA

Gwynedd County Council	Local authority - Burdensome	Chairman, Council Offices, Shirehall Street, Caernarfon, Gwynedd LL55 1SH
Hallmark Fire (S.F.S. Fire Services Ltd)	Waterloo & North Pole	Systems House, Stoke Road, Hoo. Rochester ME3 9NT
Hammonds (ESC) Limited	Contractor	Canal Road, Cwmbach, Aberdare, Rhondda Cynon Taff CF44 0AG
HBM Sayers	Solicitors	13 Bath Street, Glasgow G2 1HY
Heathrow Express	Train Operating Company	6th Floor, 50 Eastbourne Terrace, Paddington, London W2 6LX
Heritage Railway Association	Intellectual Property Rights	Heritage Railway Association, 33 Palmerstone Place, Edinburgh EH12 5AU
Highways Agency	Interested party	123 Buckingham Palace, London SW1W 9HA
Historic Scotland	Burdensome	Historic Scotland, Longmore House, Salisbury Place, Edinburgh EH9 1SH
Hollingworth Bissell	Solicitors	Albert Buildings, 49 Queen Victoria Street, London EC2N 4SA
Homes & Communities Agency	Interested party (general)	Land and Regeneration, Arpley House, 110 Birchwood Boulevard, Birchwood, Warrington WA3 7QH
Hopkins Homes	Developer - Marks Tey	Melton Park House, Melton, Woodbridge, Suffolk IP2 1TJ
HSC Services	Waterloo	71 Benfleet Close, Sutton, Surrey SM1 3SD

Innes England	Agents	Wilmot House, St James' Court, Friar Gate, Derby DE1 1BT
Inverclyde Council	Local authority - Burdensome	71 East Hamilton Street, Greenock, PA15 2UA
Isle of Anglesey County Council	Local authority - Burdensome	Council Offices, Llangefni, Anglesey LL77 7TW
Jacobs	Contractor - Burdensome	First Floor, Northern House, 7-9 Rougier House, York YO1 6HZ
JC Decaux UK Limited	Advertising	991 Great West Road, Brentford TW8 9DN
Terence Jenner	Interested party (BRBR Director)	c/o BRB (Residuary) Ltd, 4th Floor, One Kemble Street, London WC2B 4AN
JJP Design (Mcr) Ltd	Contractor - Swinton	253 Monton Road, Monton, Eccles, Manchester M30 9PS
Jones Lang Lasalle	Agents	45 Church Street, Birmingham B3 2RT
Lambert Smith Hampton	Agents	United Kingdom House, 180 Oxford Street, London W1D 1NN
Lawrence Graham	Legal advisers	4 More London Riverside, London SE1 2AU
Lease Portfolio Managem't	Finance Leases	Kingsbridge House, 130 Marsh Road, Pinner, Middlesex HA5 5LX
Lee Bolton Monier Williams	Solicitors	1 The Sanctuary, Westminster, London SW1P 3JT

London & Continental Railways	Interested party (general)	3rd Floor, 183 Eversholt Street, London NW1 1AY
London & Regional Properties Ltd	Waterloo	8th floor, 55 Baker Street, London W1U 8EW
London Borough of Barking & Dagenham	Local authority - Burdensome	Civic Centre, Rainham Road North, Dagenham RM10 7BN
London Borough of Barnet	Local authority - Burdensome	North London Business Park, Oakleigh Road South, London N11 1NP
London Borough of Bexley	Local authority - Burdensome	Civic Offices, Broadway, Bexleyheath, Kent DA6 7LB
London Borough of Brent	Local authority - Burdensome	One Stop Services, Town Hall, Forty Lane, Wembley HA9 9HD
London Borough of Bromley	Local authority - Burdensome	Civic Centre, Stockwell Close, Bromley BR1 3UH
London Borough of Camden	Local authority - Burdensome	Camden Town Hall, Judd Street, London WC1H 9JE
London Borough of Croydon	Local authority - Burdensome	18th Floor, Taberner House, Park Lane, Croydon CR9 3JS
London Borough of Ealing	Local authority - Burdensome	Perceval House, 14-16 Uxbridge Road, Ealing, London W5 2HL
London Borough of Enfield	Local authority - Burdensome	Civic Centre, Silver Street, Enfield EN1 3XY
London Borough of Hackney	Local authority - Burdensome	Hackney Services Centre, 1 Hillman Street, London E8 1DY

London Borough of Hammersmith & Fulham	Local authority - Burdensome	Town Hall, King Street, Hammersmith, London W6 9JU
London Borough of Haringey	Local authority - Burdensome	Civic Centre, High Road, Wood Green, London N22 8LE
London Borough of Harrow	Local authority - Burdensome	Harrow Civic Centre, Station Road, Harrow, Middlesex HA1 2XF
London Borough of Havering	Local authority - Burdensome	Town Hall, Main Road, Romford RM1 3BB
London Borough of Hillingdon	Local authority - Burdensome	Civic Centre, High Street, Uxbridge, Middlesex UB8 1UW
London Borough of Hounslow	Local authority - Burdensome	Civic Centre, Lampton Road, Hounslow, Middlesex TE3 4DN
London Borough of Islington	Local authority - Burdensome	Contact Islington, 222 Upper Street, London N1 1XR
London Borough of Lambeth	Local authority - Burdensome	Executive Director, Housing, Regeneration and Environment, London Borough of Lambeth, Hambrook House, Porden Road, London SW2 5RW
London Borough of Lewisham	Local authority - Burdensome	Town Hall, Catford, London SE6 4RU
London Borough of Merton	Local authority - Burdensome	Merton Civic Centre, London Road, Morden, Surrey SM4 5DX
London Borough of Newham	Local authority - Burdensome	Newham Dockside, 1000 Dockside Road, London E13 2QU

London Borough of Redbridge	Local authority - Burdensome	PO Box No. 2, Town Hall, 128-142 High Road, Ilford, Essex IG1 1DD
London Borough of Richmond upon Thames	Local authority - Burdensome	Civic Centre, 44 York Street, Twickenham, Middlesex TW1 3BZ
London Borough of Southwark	Local authority - Burdensome	Town Hall, Peckham, London SE5 8UB
London Borough of Sutton	Local authority - Burdensome	Civic Offices, St Nicholas Way, Sutton, Surrey SM1 1EA
London Borough of Tower Hamlets	Local authority - Burdensome	Town Hall, Mulberry Place, 5 Clove Crescent, London E14 2BG
London Borough of Waltham Forest	Local authority - Burdensome	Town Hall, Forest Road, London E17 4JF
London Borough of Wandsworth	Local authority - Burdensome	The Town Hall, Wandsworth High Street, London SW18 2PU
London Borough of Westminster	Local authority - Burdensome	PO Box 240, Westminster City Hall, 64 Victoria Street, London SW1E 6QP
London Midland	Train operating company	PO Box 4323, 102 New Street, Birmingham B2 4JB
London Overground Rail Operations Ltd	Train operating company	Overground House, 125 Finchley Road, Swiss Cottage, London NW3 6HY
Lord Advocate	Interested party (general)	25 Chambers Street, Edinburgh EH1 1LA
Lord Chief Justice	Interested party (general)	Judicial Offices, 11th Floor, Thomas More Building, Royal Courts of Justice, Strand. London WC2A 2LL

Lynton & Barnstaple Railway Trust	Chelfham	20 Millview Road, Tring HP23 4ER
Manchester City Council	Local authority - Manchester Mayfield	PO Box 532, Town Hall, Albert Square, Manchester M60 2LA
Martin & Jones Ltd	Consultants	Business Centre West, Avenue One, Letchworth Garden City, Hertfordshire SG6 2HB
May Gurney Ltd	Contractor	Trowse, Norwich, Norfolk NR14 8SZ
McGrigors	Solicitors	141 Bothwell Street, Glasgow G2 7EQ
McKinty and Wright	Solicitors	5-7 Upper Queen Street, Belfast BT1 6FS
Merseyrail	Train operating company	Rail House, Lord Nelson Street, Liverpool L1 1JF
Merthyr Tydfil County Borough Council	Local authority - Burdensome	Civic Centre, Castle Street, Merthyr Tydfil CF47 8AN
Midlothian Council	Local authority - Burdensome	Dundas Buildings, 62A Polton Street, Bonnyrigg, Midlothian EH19 3YD
Midoak Environment Services	Maintenance contractors	New Cottage, Manningford Bruce, Pewsey, Wiltshire SN9 6JW
Mills & Reeve	Legal advisers	Partner, Francis House, 112 Hills Road, Cambridge CB2 1PH
Monmouthshire County Council	Local authority - Burdensome	County Hall, Cwmbran, Gwent NP44 2XH

Moorland & City Railways	Cheadle (Staffs)	Innovation Centre, Science and Business Park, Keele University, Newcastle Under Lyme, Staffordshire ST5 5NB
National Archive of Scotland	Interested party (general)	
National Museum of Science and Industry	Intellectual Property Rights	Science Museum, Exhibition Road, South Kensington, London SW7 2DD
National Railway Museum	Intellectual Property Rights	National Railway Museum, Leeman Road, York YO26 4XJ
Natural England	Burdensome	Foundry House, 3 Millsand, Riverside Exchange, Sheffield S3 8NH
Neath Port Talbot County Borough Council	Local authority - Burdensome	Port Talbot Civic Centre, Port Talbot, SA13 1PJ
Nene Valley Railway	Fletton Loop (private railway)	Wansford Station, Stibbington, Peterborough PE8 6LR
Network Rail Infrastructure Limited	Operational matters	Property, 1 Eversholt Street, London NW1 2DN
Newhaven Port & Properties Ltd	Newhaven BRSA	Newhaven Port & Properties Ltd, Port Administration Offices, East Quay, Newhaven Harbour, Newhaven, BN9 0BN
Newport City Council	Local authority - Burdensome	Civic Centre, Newport, South Wales NP20 4UR
North Ayrshire Council	Local authority - Burdensome	Perceton House, Irvine KA11 2AL
North Lanarkshire Council	Local authority - Burdensome	Fleming House, Tryst Road, Cumbernauld G67 1JW

Northern Rail Ltd	Train operating company	Northern House, 9 Rougier Street, York YO1 6HZ
Ocon Construction	Piccadilly Gate – contractors	Managing Director, The Place, Ducie Street, Manchester M1 2TP
Optyma Security Systems	Waterloo & North Pole	6 Harcourt Road, Bexleyheath, Kent DA6 8AQ
Orchard Energy	CRC consultants	Energy Consultant, The Coach House, 11 Owler Ings Road, Brighouse, West Yorkshire HD6 1EJ
Orkney Islands Council	Local authority - Burdensome	Engineering Manager Development and Environment Orkney Islands Council, Council Offices School Place, Kirkwall KW15 1NY
Oxford City Council	Local authority - Oxford	Chief Executive's Office, Town Hall, Oxford OX1 1BX
Peel Holdings	Manchester Ship Canal	Manchester Ship Canal Company Limited, Engineering Workshops, Percival Lane, Runcorn, Cheshire WA7 4UY
Pembrokeshire County Council	Local authority - Burdensome	County Hall, Haverford west, Pembrokeshire SA61 1TP
Persimmon Homes	Developers - Westbury	Managing Director, Special Projects, Verona House, Tetbury Hill, Malmesbury SN16 9JR
Cedric Pierce	Interested party (BRBR Director)	c/o BRB (Residuary) Ltd, 4th Floor, One Kemble Street, London WC2B 4AN
Porterbrook Leasing Company Limited	Interested party (general)	Ivatt House, The Point, Pinnacle Way, Derby DE24 8ZS

Potts Parry Ives & Young	Solicitors - Burdensome	94 The Mount, York YO24 1AR
Powys County Council	Local authority - Burdensome	County Hall, Llandrindod Wells, Powys LD1 5LG
Property Management Solutions	Consultants - Sheffield	161 Bad Bargain Lane, Appletree Village, York, North Yorkshire YO31 0LF
Proteq (Northern) Ltd	Waterloo	96 High Street, Epworth, Doncaster DN9 1JS
Rail Freight Group	Interested party (general)	7 Bury Place, London WC1A 2LA
Rail Industry Association	Interested party (general)	22 Headfort Place, London, SW1X 7RY
Rail Safety and Standards Board Ltd	Interested party (general)	Block 2, Angel Square, 1 Torrens Street, London EC1V 1NY
Railway Heritage Committee	Interested party (general)	Zone 5/01 Temple Quay House, 2 The Square, Temple Quay, Bristol BS1 6EB
Railway Paths Limited	Interested party (general)	2 Cathedral Square, College Green, Bristol BS1 5DD
Railway Pensions Management Ltd	interested party (general)	Stooperdale Offices, Brinkburn Road, Darlington DL3 6EH
Rapleys	Consultants - Colchester	51 Great Marlborough Street, London W1F 7JT
Raynesway Construction Ltd	Contractor	2nd Floor, West Point 1, West Point Business Park, Marchfield Drive, Paisley PA3 2RB

Redstone Managed Solutions	Contractor	910 Birchwood Boulevard, Birchwood, Warrington WA3 7QN
Renfrewshire Council	Local authority - Burdensome	Council Offices, Cotton Street, Paisley PA1 1LL
Rhondda Cynon Taf County Borough Council	Local authority - Burdensome	Headquarters, The Pavilions, Cambrian Park, Clydach Vale, Tonypandy CF40 2XX
RMT	Union	Unity House, 39 Chalton Street, London NW1 1JD
Robin James (Sussex) Limited	Uckfield	Heffle Buildings, 33A High Street, Heathfield, East Sussex TN21 8HU
Rolink Ltd	Maintenance contractors	2 Thrashbush Road, Airdrie, Lanarkshire ML6 6QU
Romilly Estate	Barry	59 High Street, Cowbridge, Vale of Glamorgan CF71 7YL
Royal Borough of Greenwich	Local authority - Burdensome	The Woolwich Centre, 35 Wellington street, London SE18 6HQ
Royal Borough of Kensington & Chelsea	Local authority - Burdensome	The Town Hall, Hornton Street, London W8 7NX
Royal Borough of Kingston-upon-Thames	Local authority - Burdensome	Guildhall, High Street, Kingston upon Thames, Surrey KT1 1EU
Royal Mail Group	Aintree, Croydon, Oxford	148 Old Street, London EC1V 9HQ
RPS Design	Consultants	1st Floor West, Cottons Centre, Cottons Lane, London SE1 2QG

Sanderson Weatherall	Agents	25 Wellington Street, Leeds LS1 4WG
Scottish Borders Council	Local authority - Burdensome	Council Headquarters, Newtown St Boswells, Melrose TD6 0SA
Scottish Natural Heritage	Burdensome	Great Glen House, Leachkin Road, Inverness, IV3 8NW
Scottish Wildlife Trust	Burdensome	Harbourside House, 110 Commercial Street, Edinburgh EH6 6NF
Secretary of State for Scotland	Interested party	Dover House, Whitehall, London SW1A 2AU
Signal Property Investments Limited	Landlord, Hudson House, York	16 Grosvenor Street, London W1K 4QF
Silverbush Limited	Landlord, The Axis, Birmingham	Cardinal Lysander Limited, Birkett House, 27 Albemarle Street, London W1S 4BQ
Shetland Islands Council	Local authority - Burdensome	Shetland Islands Council, Gremista Depot, Lerwick ZE1 0PX
Shoosmiths	Solicitors	1st Floor, Witan Gate House, 500-600 Witan Gate West, Milton Keynes MK9 1SH
South Ayrshire Council	Local authority - Burdensome	Roads & Transportation, Burns House, Burns Statue Square, Ayr KA7 1UT
South Bank Employers Group	Waterloo	Capital Tower, 91 Waterloo Road, London SE1 8RT
South Lanarkshire Council	Local authority - Burdensome	Montrose House, 154 Montrose Crescent, Hamilton ML3 6LL

South West Trains	Train operating company	Friars Bridge Court, 41-45 Blackfriars Road, London SE1 8NZ
Southeastern Railways	Train operating company	Friars Bridge Court, 41-45 Blackfriars Road, London SE1 8PG
Southern Railway	Train operating company	Go-Ahead House, 26-28 Addiscombe Road, Croydon, Surrey CR9 5GA
Southern Railway	Uckfield	Franchise Improvement Director, Go-Ahead House, 26-28 Addiscombe Road, Croydon, Surrey CR9 5GA
St Mary's Church, LlanfairPG	Britannia Bridge memorial	The New Rectory, Holyhead Road, Llanfairpwllgwyngyll, Isle of Anglesey LL61 5SX
St Michael's Church, Abergele	Abergele accident memorial	Llys Clwyd, Church Street, Rhuddlan, Abergele, Clwyd LL22 7AN
Stirling Council	Local authority -- Burdensome	Roads Transportation & Open Space, Roads Maintenance Service, Springkerse Depot, Springkerse Road, Stirling FK7 7SZ
Doug Sutherland	BRBR Chairman	c/o BRB (Residuary) Ltd, 4th Floor, One Kemble Street, London WC2B 4AN
Tesco Stores Ltd	Glasgow St Rollox	PO Box 400, Cirrus Building, Shire House, Welwyn Garden City, Hertfordshire AL7 1AB
The Bar Council	Interested party (general)	289-293 High Holborn, London WC1V 7HZ
The Bluebell Railway Trust	Interested party (general)	Sheffield Park Station, East Sussex TN22 3QL

The City of Edinburgh Council	Local authority - Burdensome	City Chamber, 249 High Street, Edinburgh EH1 1YS
The Highland Council	Local authority - Burdensome	Transport & Infrastructure, TECS, Osprey House, Alness, IV17 0UP
The Input Group	Waterloo	101 Ashbourne Road, Derby DE22 3FW
The Law Society	Interested party (general)	The Law Society's Hall, 113 Chancery Lane, London WC2A 1PL
The Law Society of Scotland	Interested party (general)	26 Drumsheugh Gardens, Edinburgh EH3 7YR
The Moray Council	Local authority - Burdensome	Academy Street, Elgin IV30 1LL
The National Archives	Interested party	The National Archives Kew, Richmond, Surrey TW9 4DU
The National Trust for Scotland	Burdensome	Hermiston Quay, 5 Cultins Road, Edinburgh, Scotland EH11 4DF
The Rother Valley Railway	Interested party (private railway)	Station Road, Robertsbridge, East Sussex TN32 5DG
The Royal British Legion	Memorials	Haig House, 199 Borough High Street, London SE1 1AA
The Tanat Valley Light Railway	Interested party (private railway)	Croft Bank, Whitewell, Whitchurch, Shropshire SY13 3AL
The Wells & Walsingham Light Railway	Interested party (private railway)	Siffley Road, Wells Next-the-Sea, Norfolk NR23 1QB

Thomas Eggar	Solicitors	76 Shoe Lane, London EC4A 3JB
Times Construction (Southern) Ltd	Maintenance contractors	Warren End, Fittleton, Salisbury, Wiltshire SP4 9QA
Torfaen County Borough Council	Local authority - Burdensome	Civic Centre, Pontypool, Torfaen NP4 6YB
Total Sim Ltd	Catesby Tunnel	7 Oxford Street, St James Road, Brackley, Northants NN13 7XY
Transport for London	Interested party (general)	Group Property and Facilities, 7th floor, Palestra, 197 Blackfriars Road, London SE1 8NJ
Transport Salaried Staffs' Association	Union	Walkden House, 10 Melton Street, London NW1 2EJ
Transport Scotland	Public Road bridges	Buchanan House, 58 Port Dundas Road, Glasgow G4 0HF
Peter Trewin	Interested party (BRBR Director)	c/o BRB (Residuary) Ltd, 4th Floor, One Kemble Street, London WC2B 4AN
Trustees of the Llanover Estate	Hall's Road	R E Phillips & Partners, 23A Gold Tops, Newport, South Wales NP20 4UL
Tughans	Solicitors	Marlborough House, 30 Victoria Street, Belfast BT1 3GG
Turner & Townsend	Consultant - Piccadilly Gate/Mayfield	7 Savoy Court, Strand, London WC2R 0EX
UK Bridges Board	Burdensome	The Chartered Institution of Highways & Transportation, 119 Britannia Walk, London N1 7JE

UK Coal	Asfordby (landlord)	Harworth Estates Ltd, Harworth Park, Blyth Road, Harworth, Doncaster DN11 8DB
Vale of Glamorgan Council	Local authority - Burdensome	Group Manager Highways Structures & Engineering Projects Visible Services, The Alps Depot, Wenvoe, Cardiff CF5 6AA
Veale Wasborough Vizards	Solicitors	Barnards Inn, 86 Fetter Lane, London EC4A 1AD
Virgin Trains	Train operating company	North Wing Offices, Euston Station, London NW1 2HS
Walker Construction (UK) Ltd	Contractor	Park Farm Road, Park Farm Industrial Estate, Folkestone, Kent CT19 5DY
War Memorials Trust	Memorials	42a Buckingham Palace Road, London SW1W 0RE
Waste Recycling Group	Akeman Street	Ground Floor West, 900 Pavilion Drive, Northampton Business Park, Northampton NN4 7RG
Weightmans LLP	Solicitors	India Buildings, Water Street, Liverpool L2 0GA
Welsh Government	Burdensome	Head of Structures, Transport, Local Government and Communities, Cathays Park, Cardiff CF10 3NQ
Wenvoe Castle Estate	Barry	West Forscote Farm, Grittleton, Chippenham, Wiltshire SN14 6AH
West Lothian Council	Local authority - Burdensome	County Buildings, High Street, Linlithgow EH49 7EZ

Williams Estate	Barry	20 Morlaes Street, Barry, Vale of Glamorgan CF63 2PB
Wrexham County Borough Council	Local authority - Burdensome	The Guildhall, Wrexham LL11 1AY
Wyre Borough Council	Local authority - Burn Naze	Head of Regeneration and Assets, Civic Centre, Breck Road, Poulton-le-Fylde FY6 7PU
Zeta Fire Services Limited	Waterloo	Building 44, Defence Fire Training & Development Centre, Manston Road, Manston, Ramsgate, Kent CT12 5BS

Annex 2

Draft BRB (Residuary) Limited Transfer Scheme

This Transfer Scheme is made on the [20th] day of [September] 2013
Recitals

(A) The Public Bodies (Abolition of BRB (Residuary) Limited) Order 2013 (the "Order") has been made by the Secretary of State pursuant to sections 1(1) and (2), 6(1) and (5) and 35(2) of the Public Bodies Act 2011. The Order will abolish BRB (Residuary) Limited ("BRB Residuary") and transfer its functions to the Secretary of State and Network Rail (Assets) Limited.

(B) This Transfer Scheme is made by the Secretary of State for Transport ("the Secretary of State") in connection with the Order and pursuant to section 23(1)(a) of the Public Bodies Act 2011 to transfer property, rights and liabilities of BRB Residuary to the Secretary of State, London & Continental Railways Limited, Network Rail Infrastructure Limited and the Rail Safety and Standards Board Limited.

(C) BRB (Residuary) Limited ("BRB Residuary") is a private company limited by shares having its registered office at 1 Kemble Street, London, WC2B 4AN and incorporated on 24 January 2001 in England and Wales with registered number 4146505 and is wholly owned by British Railways Board ("BRB") a statutory corporation created by the Transport Act 1962.

(D) BRB Residuary was established to hold and manage the residual property rights and liabilities of the British Railways Board remaining after privatisation. Since 2001 BRB Residuary has disposed of more than 90% of its inherited property assets and due to the reduced scale of BRB Residuary's activities it is now appropriate for it to be abolished and its functions, properties, rights and liabilities transferred.

1 Interpretation

1.1 In this Transfer Scheme:

"BRBR Administrative Office Properties" means the properties listed in Part 2 of Schedule 1.

"BRBR Commercial Value Properties" means the properties listed in Part 1 of Schedule 1.

"BRBR Residual Designated Undertaking" means the whole of BRB Residuary's undertaking and all property, rights and liabilities of BRB Residuary immediately prior to the transfer date, including, without limitation:

(a) the ownership, management, direction and control of:
(i) the property known as Waterloo International Terminal registered under title numbers TGL115966, TGL117586, TGL117589 and TGL267141;

(ii) the property known as North Pole Depot registered under title numbers BGL16280 and BGL22263; and
(iii) the property known as Temple Mills Bus Depot registered under title number EGL550465.

(b) all its rights and liabilities in relation to any claims that have been or may be brought by former employees of BRB against BRB Residuary or its predecessors in title where the cause of action relates to an industrial disease or ill health affecting such former employees;

(c) the ownership, management, direction or control of the finance leases between Dresdner Kleinwort Leasing and BRB Residuary and, the sub-finance leases between BRB Residuary and Freightliner Limited;

(d) the ownership, management, direction and control of BRB Residuary's other residual activities, businesses, rights, obligations and liabilities;

(e) the ownership, management, direction and control of all liabilities under the warranties and indemnities given by BRB Residuary or any predecessor in the course of disposal of assets by BRB Residuary or any predecessor;

(f) the management, direction and control of the Old Dalby dilapidations claim against Alstom UK and Alstom Transport issued in the High Court of Justice, Chancery Division under claim number HC12D02659;

(g) the ownership, management and control of any residual intellectual property rights; and

(h) all BRB Residuary's residual estate in any land;

but excluding the LCR Designated Undertaking, the Network Rail Properties and the RDDS Managed Documentation.

"Clawbacks" means any obligation on the part of any party that acquired property or land from BRB Residuary or its predecessors in title to pay additional monies in relation to such properties or land to BRB Residuary or its successors in title.

"Commercial Subsidiaries" means the companies listed in Part 3 of Schedule 1.

"Employee" means an individual who has entered into a written contract of employment with BRB Residuary and is employed by BRB Residuary immediately before the transfer date or who would have been so employed if not dismissed [in circumstances] where the sole or principal reason of that dismissal was:

(a) the transfer of the property, rights and liabilities of BRB Residuary pursuant to this Transfer Scheme or otherwise in connection with the abolition of BRB Residuary; or

(b) a reason connected with such transfer that is not an economic, technical or organisational reason entailing changes in the workforce.

"LCR" means London & Continental Railways Limited, a company incorporated and registered in England and Wales under company number 2966054 whose registered office is at 3rd Floor, 183 Eversholt Street, London NW1 1AY.

"LCR Designated Undertaking" means all the property, rights and liabilities of that part of BRB Residuary's undertaking which immediately prior to the transfer date consists of the ownership and/or the management, direction and control of:

(a) the BRBR Commercial Value Properties;

(b) the BRBR Administrative Office Properties;

(c) the Commercial Subsidiaries; and

(d) the Clawbacks.

"land" includes all freeholds, leases, subleases, licences, customary rights, easements, quasi easements and contracts relating to such land and (in addition to land) buildings, structures and works in, on, under or over land, formations, earthworks, culverts, drains, bridges, tunnels, viaducts, embankments, means of enclosure, retaining walls and accommodation works and land covered by water, together with loose and fixed plant, equipment and machinery and mines and minerals.

"NRAL" means Network Rail (Assets) Limited, a company limited by guarantee and incorporated in England and Wales under company number 08225646 whose registered office is at Kings Place, 90 York Way, London N1 9AG;

"Network Rail Properties" means all the property, rights and liabilities of that part of BRB Residuary's undertaking immediately prior to the transfer date which comprises the ownership and/or management, direction and control of the properties listed in Schedule 2 but excluding any property, rights or liabilities in any claims against the Alstom group of companies including the Old Dalby dilapidations claim against Alstom UK and Alstom Transport issued in the High Court of Justice, Chancery Division under claim number HC12D02659.

"Network Rail" means Network Rail Infrastructure Limited, a company limited by shares and incorporated in England and Wales under company number 2904587 whose registered office is at Kings Place, 90 York Way, London N1 9AG.

"RSSB" means Rail Safety And Standards Board Limited, a company limited by guarantee and incorporated in England and Wales under company number 04655675 whose registered office is at Block 2, Angel Square, 1 Torrens Street, London EC1V 1NY.

"RDDS Managed Documentation" means the drawings and other documents identified in a Licence Agreement dated 22nd February 1996 between BRB and Railway Documentation and Drawings Service Limited.

"transfer date" means the day the Public Bodies (Abolition of BRB (Residuary) Limited) Order 2013 comes into force in accordance with Article 1(2) of that Order.

2 Transfer of property, right and liabilities of Designated Undertaking

2.1 There shall be transferred to, and vest in, the Secretary of State on the transfer date all the property, rights and liabilities of BRB Residuary comprised in the BRBR Residual Designated Undertaking.

2.2 There shall be transferred to, and vest in, LCR on the transfer date all the property, rights and liabilities of BRB Residuary comprised in the LCR Designated Undertaking.

2.3 There shall be transferred to, and vest in, Network Rail on the transfer date all the property, rights and liabilities of BRB Residuary comprised in the Network Rail Properties.

2.4 There shall be transferred to, and vest in, RSSB on the transfer date all the property, rights and liabilities of BRB Residuary comprised in the RDDS Managed Documentation.

3 Land

3.1 The property, rights and liabilities of BRB Residuary in all land in which immediately before the transfer date BRB Residuary has any property, rights, or liabilities are included in the property, rights and liabilities transferred to and vested in the Secretary of State under paragraph 2.1 except as provided in paragraphs 3.2 and 3.3.

3.2 The property, rights and liabilities of BRB Residuary in all land comprised in the LCR Designated Undertaking in which immediately before the transfer date BRB Residuary has any property, rights and liabilities in are included in the property, rights and liabilities transferred to and vested in LCR under paragraph 2.2.

3.3 The property, rights and liabilities of BRB Residuary in all land comprised in the Network Rail Properties in which immediately before the transfer date BRB Residuary has any property, rights and liabilities in are included in the Network Rail Properties transferred to and vested in Network Rail under paragraph 2.3.

4 Furniture, fittings, plant, equipment and machinery

4.1 The property, rights and liabilities of BRB Residuary in all the office furniture, fittings, loose plant, computer hardware, and related items, equipment and machinery (other than landlord’s fixtures and fittings) in Hudson House, Toft Green, York, YO1 6HP in which immediately before the transfer date BRB Residuary has any property, rights and liabilities are included in property, rights and liabilities transferred to and vested in the Secretary of State under paragraph 2.1.

4.2 The property, rights and liabilities of BRB Residuary in all the office furniture, fittings, loose plant, computer hardware, and related items, equipment and machinery (other than landlord’s fixtures and fittings) in 1 Kemble Street, London WC2B 4AN in which immediately before the transfer date BRB Residuary has any property, rights

and liabilities are included in the property transferred to and vested in LCR under paragraph 2.2.

5 Contracts, Contractual Provisions and Agreements

5.1 The property, rights and liabilities of BRB Residuary in all contracts, contractual provisions, and agreements in which immediately before the transfer date BRB Residuary has any property, rights and liabilities are included in the properties, rights and liabilities transferred to and vested in the Secretary of State under paragraph 2.1 except as provided in paragraphs 5.2 to 5.5.

5.2 The property, rights and liabilities of BRB Residuary:

(a) in the contracts comprised in the LCR Designated Undertaking; and
(b) in any contract for services relating to Waterloo International Terminal and North Pole Depot including but not limited to those listed in Schedule 3,

in which immediately before the transfer date BRB Residuary has any property, rights and liabilities are included in the property, rights and liabilities transferred to and vested in LCR under paragraph 2.2.

5.3 The property, rights and liabilities of BRB Residuary in the Railtrack Deeds and Records Agreement dated 31st March 1994 between the British Railways Board and Railtrack PLC are included in the property, rights and liabilities respectively transferred to the Secretary of State and LCR under paragraphs 2.1 and 2.2 to the extent, in each case, that the property, rights and liabilities under that Agreement relate to the BRBR Residual Designated Undertaking and the LCR Designated Undertaking.

5.4 The property, rights and liabilities of BRB Residuary in the contract dated 28 March 2011 between Lambert Smith Hampton and BRB Residuary for property maintenance services, property management services and advice on related matters are included in the property, rights and liabilities respectively transferred to the Secretary of State and LCR under paragraphs 2.1 and 2.2 to the extent, in each case, that the property, rights and liabilities under the Contract relate to the BRBR Residual Designated Undertaking and the LCR Designated Undertaking.

5.5 The property, rights, and liabilities of BRB Residuary in the 2012-2015 Major Works Programme Call-Off Contract for Professional Services dated 5th March 2012 between BRB Residuary and Jacobs Engineering UK Ltd are included in the property, rights and liabilities respectively transferred to the Secretary of State and LCR under paragraphs 2.1 and 2.2 to the extent, in each case, that the property rights and liabilities relate to the BRBR Residual Undertaking and the LCR Designated Undertaking.

6 Employees

6.1 The property rights and liabilities of BRB Residuary under or in connection with the contracts of employment of each of the Employees who immediately before the transfer date were engaged in the BRBR Residual Designated Undertaking are included in the properties, rights and liabilities transferred under paragraph 2.1.

6.2 The property rights and liabilities of BRB Residuary under or in connection with the contracts of employment of each of the Employees who immediately before the transfer date were engaged in the LCR Designated Undertaking are included in the properties, rights and liabilities transferred under paragraph 2.2.

6.3 The property rights and liabilities of BRB Residuary under or in connection with the contracts of employment of each of the Employees who immediately before the transfer date were responsible for the safe, efficient and economic management of Waterloo International Terminal and North Pole Depot and employed as:

(a) the Operational Property Manager; and

(b) the Operational Property Technician,

are included in the properties, rights and liabilities transferred to LCR under paragraph 2.2.

6.4 The properties rights and liabilities referred to in paragraphs 6.1, 6.2 and 6.3 above shall include without limitation and to the extent that the same relate to the Employees:

(a) rights, powers, duties and liabilities of BRB Residuary in relation to any pension schemes or other arrangements to provide retirement benefits, including all obligations of BRB Residuary as a participating employer in respect of any pension scheme to make contributions to that scheme in relation to the Employees; and

(b) rights, powers, duties and liabilities of BRB Residuary in relation to any arrangements or agreements relating to the provision of other benefits and entitlements, including season ticket loans, travel facilities, life or health insurance and medical or dental care.

6.5 The property, rights and liabilities of BRB Residuary transferred to the Secretary of State under paragraph 2.1 include all property, rights and liabilities of BRB Residuary in relation to its former employees and in relation to former employees of BRB or the Strategic Rail Authority including without limitation any such property, rights, and liabilities in relation to any arrangements or agreements relating to the provision of any benefits and entitlements for such former employees of BRB Residuary, BRB or the Strategic Rail Authority.

6.6 Anything done by or in relation to BRB Residuary before the transfer date in relation to any Employee or former Employee or any contract of employment of such Employee or former Employee shall be deemed to have been done by or in relation to the Secretary of State or LCR (depending on whether the Employee or former Employee is or was part of the BRBR Residual Designated Undertaking or part of the LCR Designated Undertaking) and each such contract of employment shall have effect after the transfer date as if originally made between the relevant Employee and the Secretary of State or LCR as the case may be.

7 Insurance

7.1 The property, rights and liabilities comprised in the BRBR Residual Designated Undertaking, the LCR Designated Undertaking the Network Rail Properties and the RDDS Managed Documentation and transferred under this Transfer Scheme include all rights and liabilities of BRB Residuary under any insurance policy under which

(a) any liability included in the property, rights and liabilities transferring to the Secretary of State, or LCR or Network Rail or RSSB under or by virtue of this Transfer Scheme which, had that liability been excepted from the property, rights and liabilities transferring to the Secretary of State, LCR, Network Rail or the RSSB under this Transfer Scheme, would have been covered by such insurance policy; and

(b) any property included in the property, rights and liabilities transferring to the Secretary of State, or LCR or Network Rail or RSSB under this Transfer Scheme loss of or damage to which, had that property been excepted from the property, rights and liabilities transferring to the Secretary of State, or LCR or Network Rail or RSSB under this Transfer Scheme, would have been covered by such insurance policy.

8 Rights and Liabilities of NRAL

8.1 Network Rail shall be required to exercise, on behalf of NRAL, all functions transferred to NRAL under the Order in relation to the Network Rail Properties with effect from the date on which the Order comes into effect. Such functions shall include any functions of BRB Residuary prior to that date in relation to the Network Rail Properties arising under or by virtue of the Railways Clauses Consolidation Act 1845, the Railways Clauses Consolidation (Scotland) Act 1845 or under or by virtue of any other Act of Parliament incorporating the Railways Clauses Consolidation Act 1845 or the Railways Clauses Consolidation (Scotland) Act 1845 or any of their provisions. In particular Network Rail shall ensure that any maintenance obligations of NRAL comprised in such functions in relation to such properties are met at all times.

8.2 Network Rail will indemnify NRAL in relation to all and any claims made by any third party against NRAL in relation to any failure to comply with the obligations set out in paragraph 8.1.

9 Supplementary Provisions

9.1 The property, rights and liabilities transferred to each transferee by this Transfer Scheme include:

(a) any property, rights and liabilities comprised in the relevant part of BRB Residuary's undertaking that could not otherwise be transferred by BRB Residuary; and

(b) any property acquired and any rights and liabilities arising in relation to the relevant parts of BRB Residuary's undertaking on or after the transfer date.

9.2 In relation to the transfer of the BRBR Residual Designated Undertaking provided for in this Transfer Scheme and with effect from the transfer date:

(a) the Secretary of State shall be treated as the same person in law as BRB Residuary;

(b) all agreements made, transactions effected or other things done by or in relation to BRB Residuary shall be treated, so far as may be necessary for the purposes of or in connection with such transfer, as made, effected or done by or in relation to the Secretary of State; and

(c) any proceedings commenced by or against BRB Residuary shall be continued by or against the Secretary of State.

9.3 In relation to the transfer of the LCR Designated Undertaking provided for in this Transfer Scheme and with effect from the transfer date:

(a) LCR shall be treated as the same person in law as BRB Residuary;

(b) all agreements made, transactions effected or other things done by or in relation to BRB Residuary shall be treated, so far as may be necessary for the purposes of or in connection with such transfer, as made, effected or done by or in relation to LCR; and

(c) any proceedings commenced by or against BRB Residuary shall be continued by or against LCR.

9.4 In relation to the transfer of the Network Rail Properties provided for in this Transfer Scheme and with effect from the transfer date:

(a) Network Rail shall be treated as the same person in law as BRB Residuary;

(b) all agreements made, transactions effected or other things done by or in relation to BRB Residuary shall be treated, so far as may be necessary for the purposes of or in connection with such transfer, as made, effected or done by or in relation to Network Rail; and

(c) any proceedings commenced by or against BRB Residuary shall be continued by or against Network Rail.

9.5 In relation to the transfer of the RDDS Managed Documentation provided for in this Transfer Scheme and with effect from the transfer date:

(a) RSSB shall be treated as the same person in law as BRB Residuary;

(b) all agreements made, transactions effected or other things done by or in relation to BRB Residuary shall be treated, so far as may be necessary for the purposes of or in connection with such transfer, as made, effected or done by or in relation to RSSB; and

(c) any proceedings commenced by or against BRB Residuary shall be continued by or against RSSB.

Schedule 1

Transfers to LCR

(References in this Schedule to plans are references to plans set out in the corresponding part of Schedule IA)

Part 1

BRBR Commercial Value Properties

Unregistered Land

1. The land at Bedford St Johns, old station site, and goods yard at Station Road and the closed railway line, between London Road and Cardington Road in the Borough of Bedford, and shown shaded in blue on plans LC01/1 and LC01/2 entitled "Bedford".

2. All the air space which is 5 metres above ground over the land near Philbeach Gardens, Earls Court, in the Royal Borough of Kensington and Chelsea, that is at its midpoint 78 metres south of West Cromwell Road and shown shaded in purple on plan LC02 entitled "Earls Court".

3. The land on the north east side of Carlisle Road at Ferniegair in South Lanarkshire and shown shaded in blue and including the right of access shaded in orange on plan LC04 entitled "Ferniegair".

Registered Land

1. The air space over land known as Aldgate Bus Station, registered under title number NGL370014.

2. The strip of land at Harding Close Croydon, registered under title number SGL685428.

3. The land known as the Coal Yard at Hertford East Station in Hertfordshire, registered under title number HD490269.

4. The land known as Marsh Lane Yard in Leeds, registered under title number WYK876376.

5. The land known as the Mayfield Depot in Manchester Piccadilly, registered under title number MAN104443.

6. The land known as the South End Yard in Oxford, registered under title number ON293667.

7. The land known as Llandough Sidings, Cogan, in Penarth, Glamorgan, registered under title number CYM418898.

8. The land on the south east side of Holliday Street and the south west side of Suffolk Street and Queensway in Birmingham, registered under title number WK216276.

9. The land at Calvert Lane at Hull Springbank, registered under title number HS327029.

10. The land on the east side of Gresty Road, Crewe, registered under title number CH45271.

11. The land at Lansdowne Road in Croydon, registered under title numbers SGL673310 and SGL612950.

12. The land known as the former station site and goods yard at Uckfield, East Sussex, registered under title number ESX287992.

Part 2

BRBR Administrative Office Properties

1. The property known as The Axis at 10 Holliday Street Birmingham registered under title number WM932442.

2. The property known as The Railway Technical Centre, London Road, Derby, registered under title number DY429820.

3. The property known as Piccadilly Gate at Store Street, Manchester, registered under title number MAN120323.

4. The property known as Rail House at Gresty Road, Crewe (including the Nantwich Road Offices and the Computer Bureau), registered under title number CH611349.

5. The properties known as Dovedale House and Itchen House, London Road, Derby, registered under title number DY350093.

Part 3

Commercial Subsidiaries

1. Whittles Properties Brunel Limited, a company limited by shares and incorporated in England and Wales under company number 6815148 whose registered office is at One Kemble Street London WC2B 4AN.

2. Whittles Properties Crewe Limited, a company limited by shares and incorporated in England and Wales under company number 6815151 whose registered office is at One Kemble Street London WC2B 4AN.

3. Whittles Properties Croydon Limited, a company limited by shares and incorporated in England and Wales under company number 6815154 whose registered office is at One Kemble Street London WC2B 4AN.

4. Whittles Properties Manchester Limited, a company limited by shares and incorporated in England and Wales under company number 6815134 whose registered office is at One Kemble Street London WC2B 4AN.

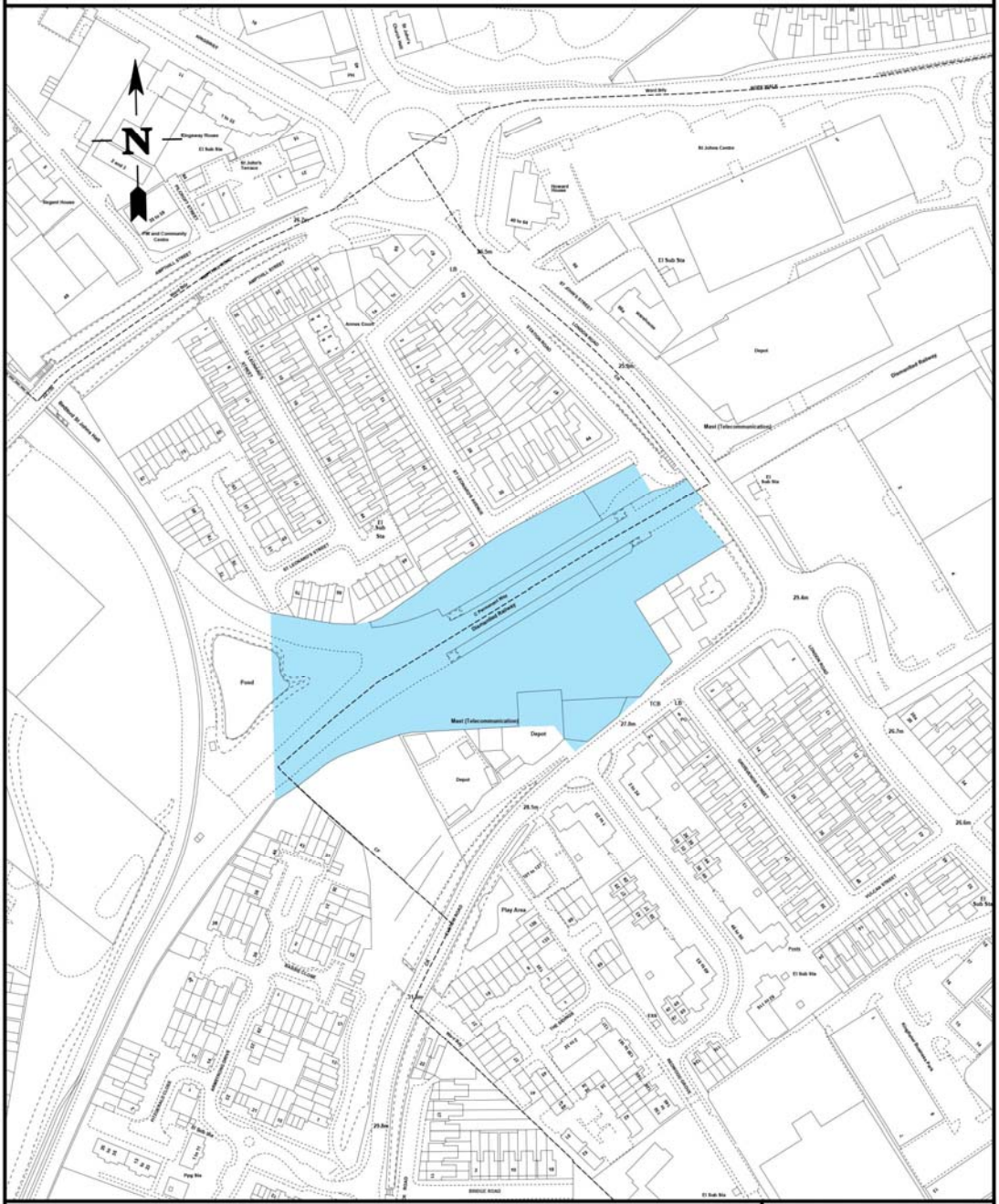
5. Whittles Properties Trent & Derwent Limited, a company limited by shares and incorporated in England and Wales under company number 6814955 whose registered office is at One Kemble Street London WC2B 4AN.

6. *Whittles Properties Liverpool Limited, a company limited by shares and incorporated in England and Wales under company number 6798467 whose registered office is at One Kemble Street London WC2B 4AN.*

Schedule 1A

Transfers to LCR – Plans for unregistered land

BEDFORD PLAN 1 OF 2



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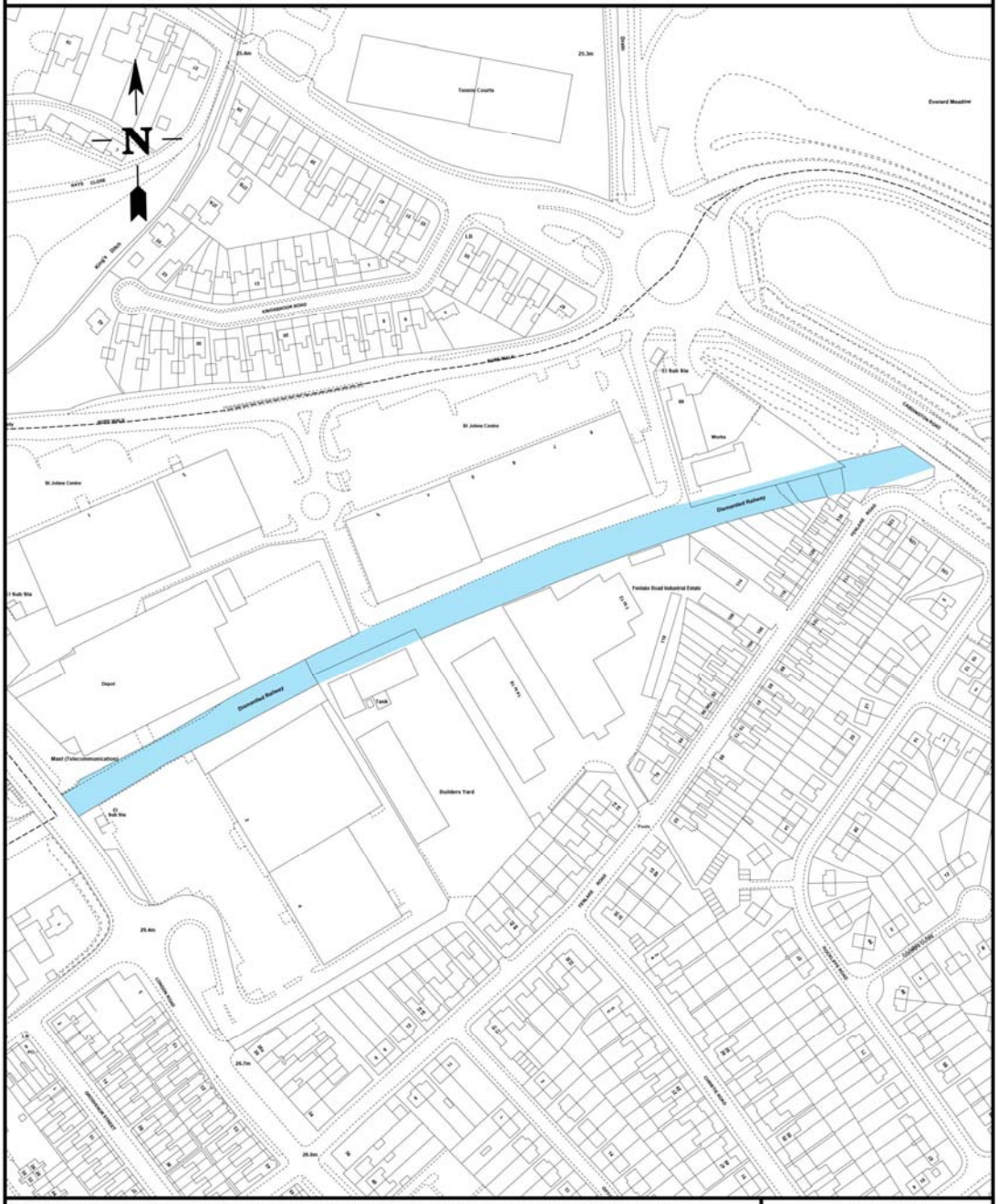
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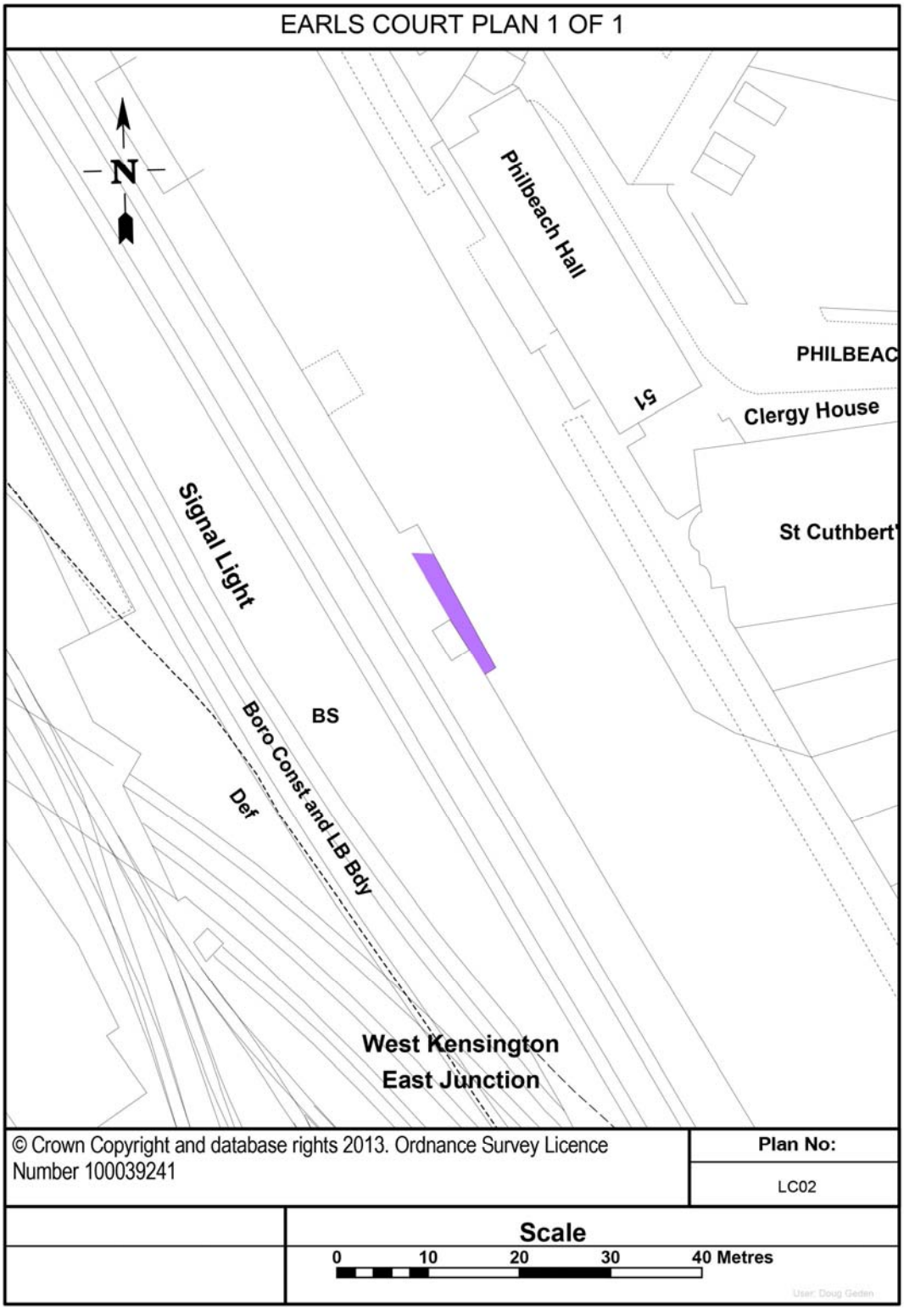
LC01/1

Scale

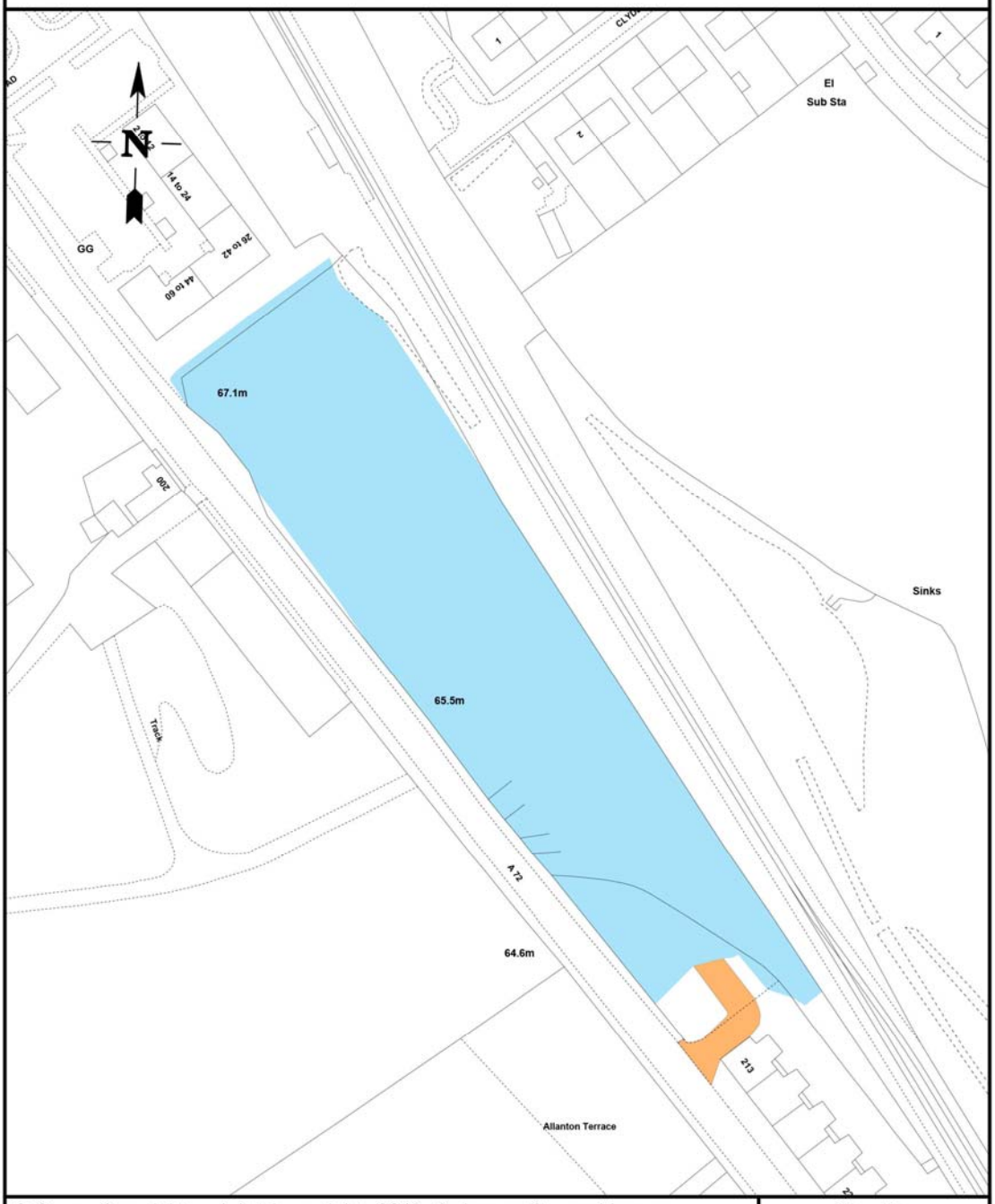
0 100 200 Metres

BEDFORD PLAN 2 OF 2


N
Tennis Courts
Everard Meadow
Dismantled Railway
Dismantled Railway
Depot
Builders Yard
Tank
Mast (Telecommunication)
Works
Foundry
Foundry
Foundry


EARLS COURT PLAN 1 OF 1
N
Philbeach Hall
PHILBEAC
51
Clergy House
St Cuthbert'
Signal Light
BS
Boro Const and LB Bdy
Def
West Kensington
East Junction
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Plan No:
LC02
Scale
0 10 20 30 40 Metres

FERNIEGAIR PLAN 1 OF 1



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Plan No:

LC04

Scale

0 50 100 Metres

User: Doug Geden

Schedule 2

Network Rail Properties

(References in this Schedule to plans are references to plans set out in the corresponding part of Schedule 2A)

Part 1

Railway Memorials

The care, maintenance and management of the memorials to railway staff killed in wars or to people who died in railway accidents listed below:

1. The railway accident memorial at Abergele, in St Michael's Churchyard, Church Street, Abergele LL22 7AN (OS reference SH945777);

2. The railway accident memorial at Charfield, in St James's Churchyard, Churchend Lane, Churchend, Charfield, Gloucestershire GL28 8JL (OS reference ST719912);

3. The war memorial at Derby, built into an internal wall at Midland House, Nelson Street, Derby DE1 2SA (OS reference SK362354);

4. The war memorial at Derby, located in Midland Road, adjacent to Midland House, Derby DE1 (OS reference SK361355);

5. The Britannia Bridge Memorial, commemorating those who died building the bridge at Llanfairpwyllgwyngyll, in St Mary's Church, Llanfairpwyllgwyngyll (OS reference SH537712);

6. The railway tunnel accident memorial at Penmanshiel, at the site of the former Penmanshiel tunnel between Berwick-upon-Tweed and Dunbar (OS reference NT797671); and

7. The war memorial at York, in Station Rise, York, registered under title number NYK306413.

Part 2

Unregistered Land – Properties and Structures

1. Land adjoining the operational railway and east of Bousteads Grassing at Carlisle Currock in Cumbria and shown shaded in blue on plans NL01 Pt 1, NL01 Pt 2 and NL01 Pt 3 entitled "Carlisle Currock".

2. Land adjoining the operational railway and east of Brinnington Road at Chesterfield in Derbyshire and shown shaded in blue on plans NL02 Pt 1, NL02 Pt 2 and NL02 Pt 3 entitled "Chesterfield".

3. Land adjoining the operational railway comprising part of the closed railway line from Callander at Crianlarich in the County of Perth and shown shaded in blue on plan NL03 entitled “Crianlarich”.

4. Land and bridge adjoining the operational railway to the north of number 12 Station Road, Little Bytham in Lincolnshire and with the land and bridge shown shaded in blue and the wing walls shown marked in dark blue on plan NL04 entitled “Little Bytham”.

5. Land adjoining the operational railway on the north west side of Whitebridge Lane, including the property known as Whitebridge Crossing Cottage at Stone in Staffordshire and shown shaded in blue on plan NL05 entitled “Stone”.

6. Land comprising the closed railway line and associated structures between Partington and the former Glazebrook Exchange Siding to the north of Fir Street in Glazebrook, in Greater Manchester and shown shaded in blue on plans NL06 Pt 1 to NL06 Pt 14 entitled “Glazebrook - Partington”.

7. Land adjoining the operational railway at North Acton Station, in the London Borough of Ealing, adjacent to the eastbound Central Line platform and shown shaded in blue on plans NL07 Pt 1, NL07 Pt 2 and NL07 Pt 3 entitled “North Acton”.

8. Land adjoining the operational railway between Motherwell and Larbert at the north end of Cardean Road, Mossend in North Lanarkshire and shown shaded in blue on plans NL08 Pt 1 and NL08 Pt 2 entitled “Mossend”.

9. Land adjoining the operational railway east of Cheam railway station and north of Mulgrave Road in the London Borough of Sutton and shown shaded in blue on plan NL09 entitled “Cheam”.

10. Land adjoining the operational railway and south of Erradale at Lambhill in the City of Glasgow and shown shaded in blue on plan NL10 entitled “Glasgow Lambhill”.

11. The land located at Glasgow Eastfield Depot, comprising the light maintenance depot, adjacent to the operational railway and associated land accessed from Carron Crescent in the City of Glasgow and shown shaded in blue on plans NL11 Pt 1, NL11 Pt 2 and NL11 Pt 3 entitled “Glasgow Eastfield”.

12. An abutment (retaining wall) north of Thornley Rise at Audenshaw, Greater Manchester that was part of the former bridge that supported the Denton to Droylsden closed railway line and formerly spanned the operational railway between Fairfield and Guide Bridge Stations and shown marked in dark blue on plan NS01 entitled “Audenshaw”.

13. An abutment (retaining wall) south of Prince Henry’s High School at Evesham in Worcestershire that was part of the former bridge that supported the Redditch to Evesham closed railway line and formerly spanned the operational railway between Evesham and Honeybourne Stations, Worcestershire, and shown marked in dark blue on plan NS02 entitled “Evesham”.

14. Piers and abutments (retaining walls) and associated parcels of land at Hampole in South Yorkshire that were part of the former bridge that supported the Denaby to Wrangbrook

15. Abutments (retaining walls) south of Erradale Street at Lambhill in the City of Glasgow that were part of the former bridge that supported the Partick West to Balornock Junction closed railway line, and formerly spanned the operational railway between Possilpark & Parkhouse and Gilshochil Stations, Glasgow, and shown marked in dark blue on plan NS04 entitled “Glasgow Lambhill”.

16. An underbridge north of Corlic Street at Greenock in Inverclyde that supported the Elderslie to Greenock Princes Pier closed railway line, and formerly spanned the operational railway between Whinhill Station and Bogston Junction, and shown marked in dark blue on plan NS05 entitled “Greenock”.

17. An overbridge at Ashton-under-Lyne in Greater Manchester that spans the Oldham to Ashton closed railway line, and now supports Oldham Road, Tameside, and shown marked in dark blue on plan NS06 entitled “Ashton-under-Lyne”.

18. Abutments (retaining walls) east of Burdon Road in the City of Sunderland that were part of the former bridge that supported the Pallion Branch (Fawcett Street to Hendon Junction) closed railway line, and formerly spanned the operational railway between Sunderland and Seaham Stations, and shown marked in blue on plan NS07 entitled “Sunderland”.

19. An abutment (retaining wall) south east of Linside Avenue at Hawkhead in Renfrewshire that was part of the former bridge that supported the Paisley (Lacy Street) to Blackbyres Junction closed railway line, and formerly spanned the operational railway between Paisley Canal and Hawkhead Stations, and shown marked in dark blue on plan NS08 entitled “Hawkhead”.

20. Land comprising an embankment and an adjoining bridge at Musselburgh comprising part of the Wanton Walls Junction to Niddrie North Junction (Lothian Lines) closed railway line, northwest of Musselburgh railway station and adjacent to the operational railway between Musselburgh and Portobello Junction, partly in Edinburgh and partly in East Lothian and shown shaded in blue on plans NS09 Pt 1, NS09 Pt 2 and NS09 Pt 3 entitled “Musselburgh”.

21. A tunnel and land at Crigglestone in West Yorkshire that supported the Royston to Dewsbury closed railway line west of Crigglestone Viaduct, and through which the operational railway between Horbury Junction and Crigglestone Junction passes, and shown marked in dark blue on plan NS10 entitled “Crigglestone”.

22. Abutments (retaining walls) and piers at Edgebold, east of Hanwood in Shropshire that were part of the former bridge that supported the Shropshire & Montgomeryshire closed railway line, and formerly spanned the operational railway between Welshpool and Shrewsbury Stations, and shown marked in dark blue on plan NS11 entitled “Edgebold”.

23. An underbridge south west of Alexander Road at Briton Ferry in the County Borough of Neath Port Talbot that supported the abandoned South Wales Mineral Railway, and spans the operational railway between Dynevor Junction and Briton Ferry, and shown marked in dark blue on plan NS12 entitled “Briton Ferry”.

24. A sidebridge at Moor End, Sharnbrook in Bedfordshire that spans a stream and supports an access road to the operational railway and Sharnbrook Viaduct, adjacent to the operational railway between Sharnbrook Junction and Bedford, and shown marked in dark blue on plan NS13 entitled “Sharnbrook”.

Registered Land – Properties

1. The property located at Moss Road and a parcel of land that was the site of the former sidings, Glazebrook near Warrington, and adjacent to the operational railway, registered under title numbers MAN150875 and MAN150858.

2. The property located at Cockshut Road Lewes and adjacent to the operational railway, registered under title number ESX318152.

3. The property located at Hurst Road and Temple Road in South Croydon and adjacent to the operational railway, registered under title number SGL598091.

4. The property located at Alexandra Palace and adjacent to the operational railway, registered under title number AGL156137.

5. The property located at Bicester Town railway station and adjacent to the operational railway, registered under title number ON269209.

6. The property located at Market Harborough comprising of the former goods yard off Rockingham Road, adjacent to the operational railway and registered under title number LT441613.

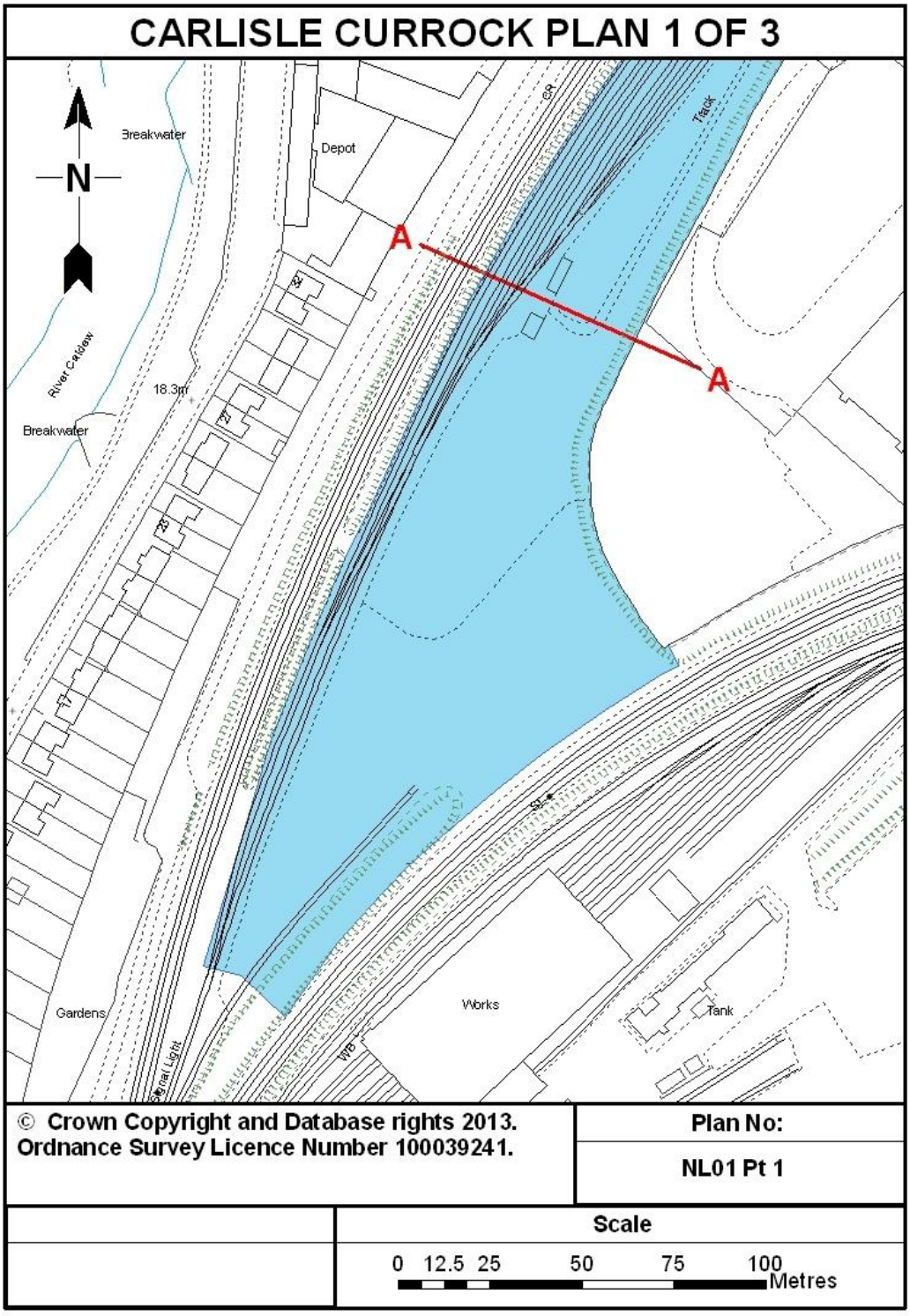
7. The property located at Hunslet Sidings and used as operational railway sidings, adjacent to the operational railway and registered under title number WYK894833.

8. Land adjoining the operational railway at Gobowen Railway Station in Shropshire and registered under title number SL191474.

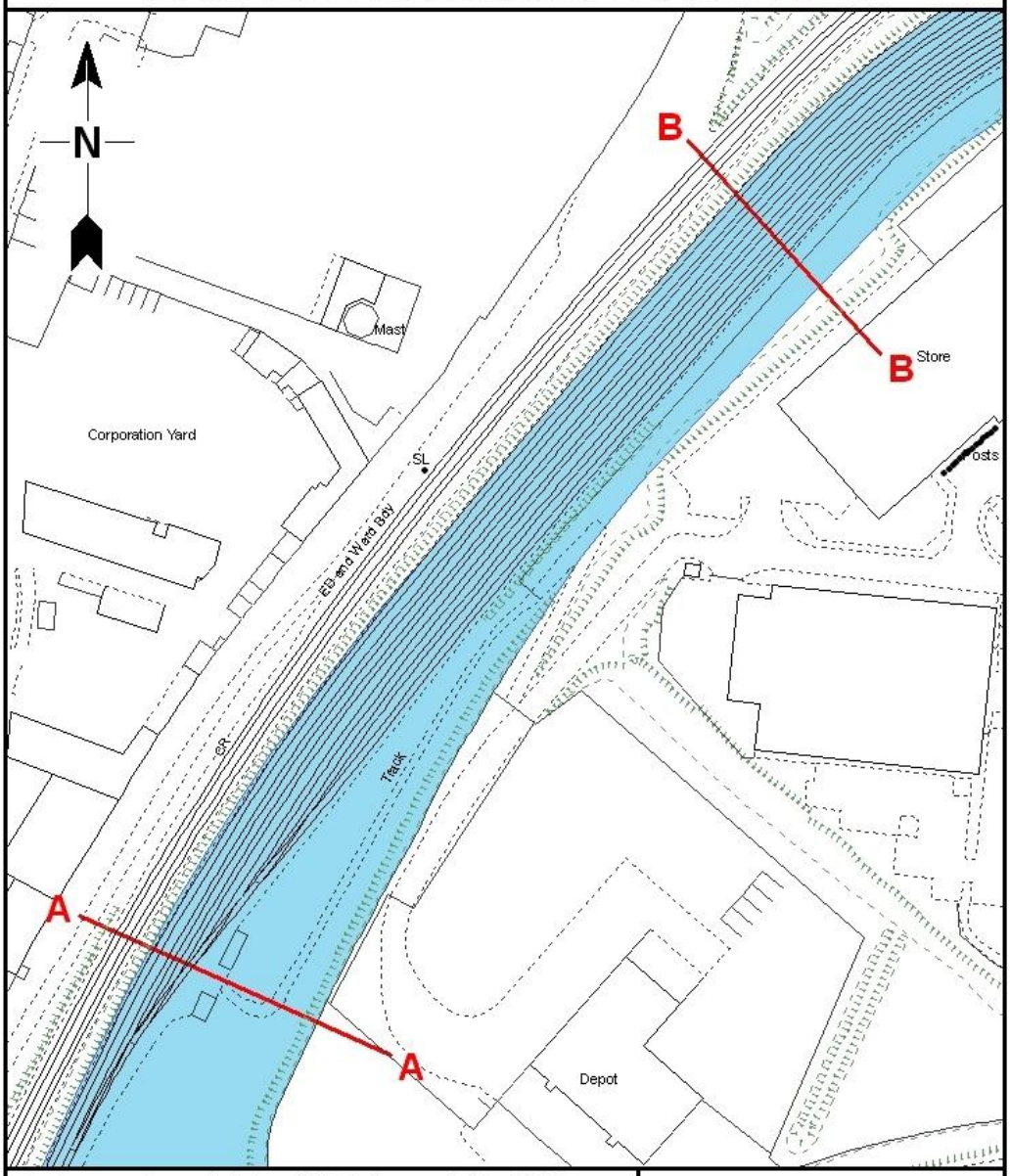
9. The property located in Leicestershire and Nottinghamshire and known as the Old Dalby Test Track (including all associated structures and Unit F, Asfordby Business Park held under lease dated 16 February 2007 from EOS INC Limited), a high speed electrified railway for testing rolling stock, registered under the title numbers NT430786, NT482397, NT484734, NT430897, NT482398, NT482399, NT110834, NT484738, NT431009, NT482400, NT431058, NT482401, NT482569, NT431143, NT482570, NT482571, NT224834, LT399989, LT444693, LT396939, LT444694, LT446506, LT396975, LT444822, LT446539 and LT397207.

Schedule 2A

Network Rail Properties - Plans for unregistered land – properties and structures



CARLISLE CURROCK PLAN 2 OF 3



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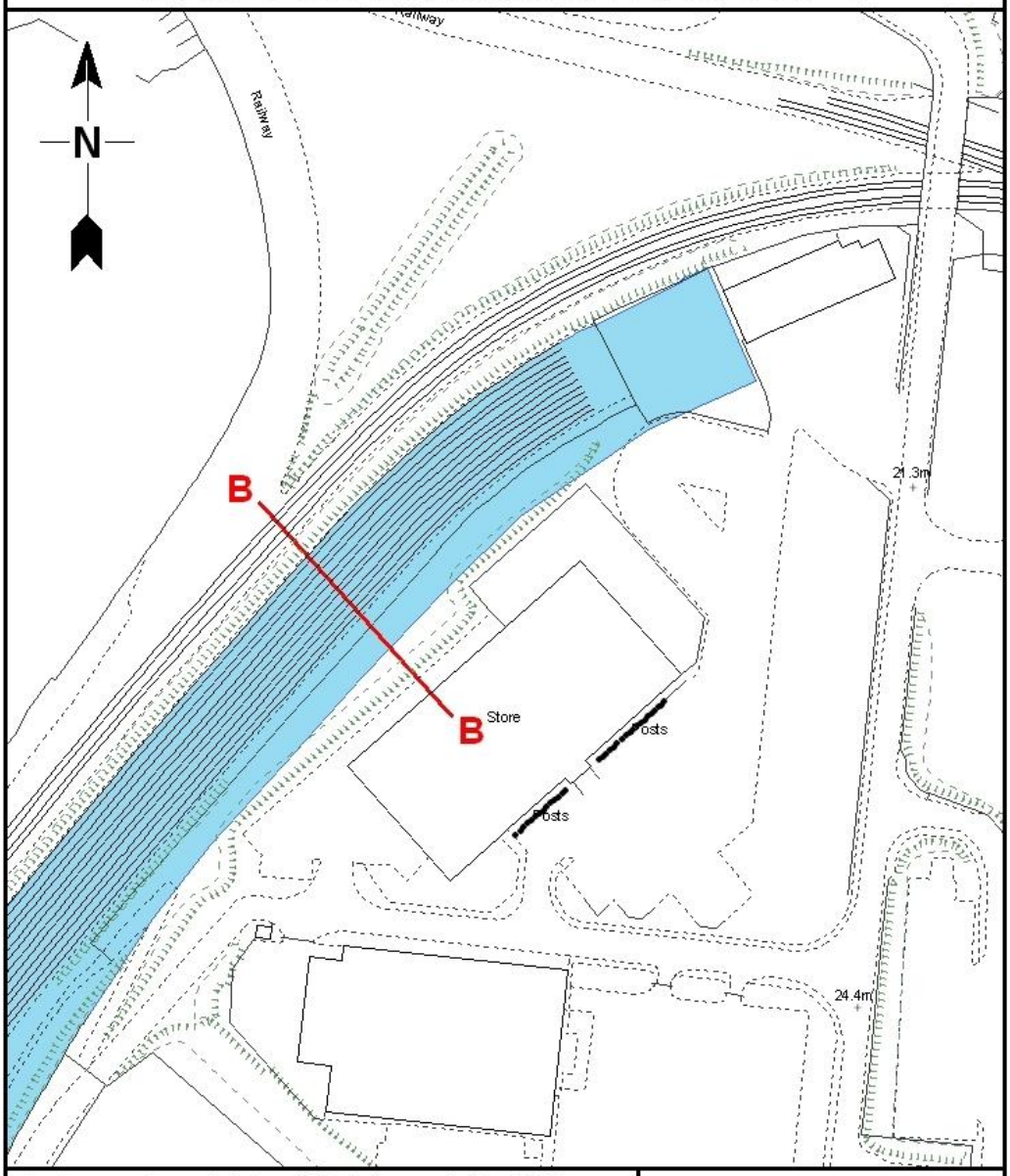
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CARLISLE CURROCK PLAN 3 OF 3

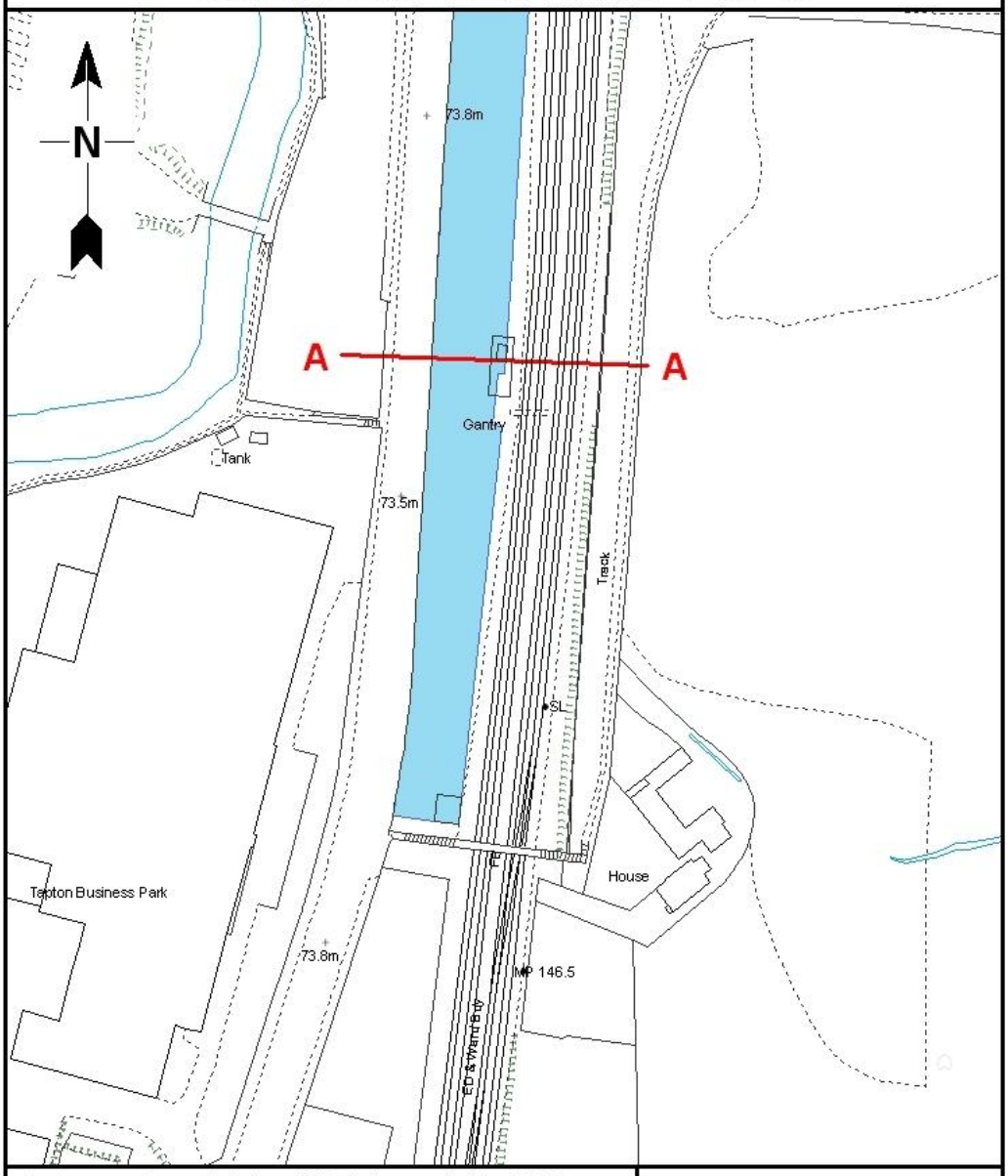


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CHESTERFIELD PLAN 1 OF 3



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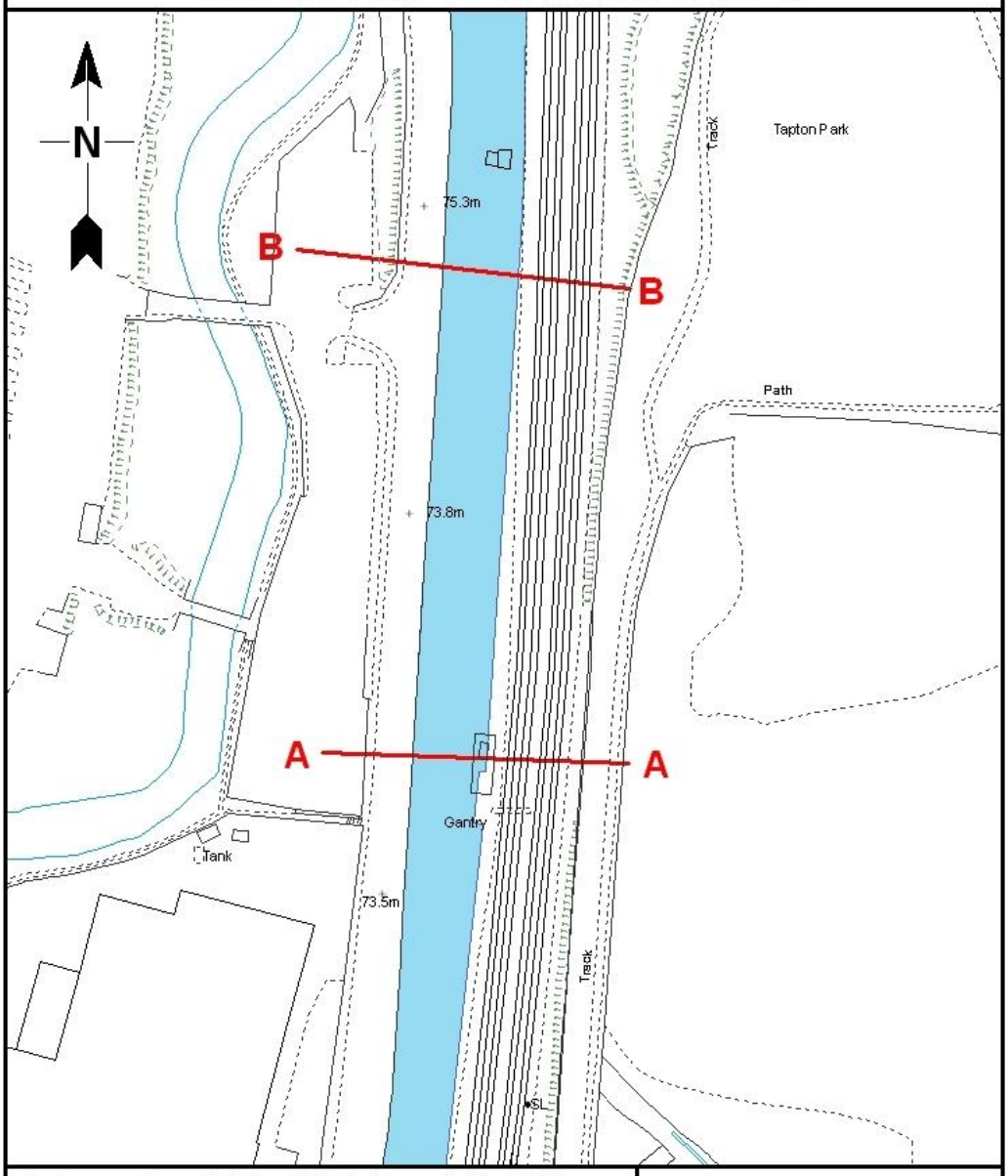
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CHESTERFIELD PLAN 2 OF 3



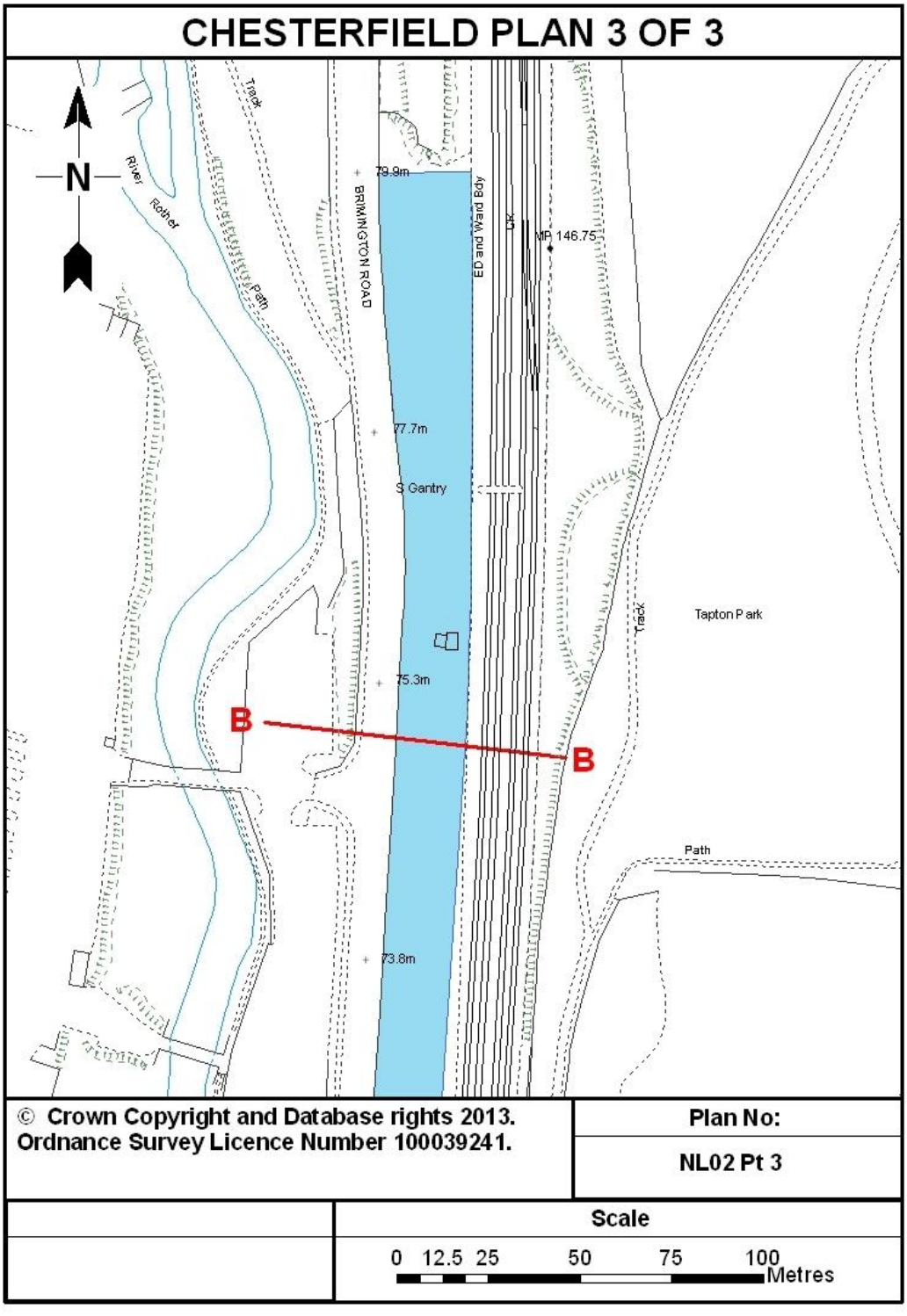
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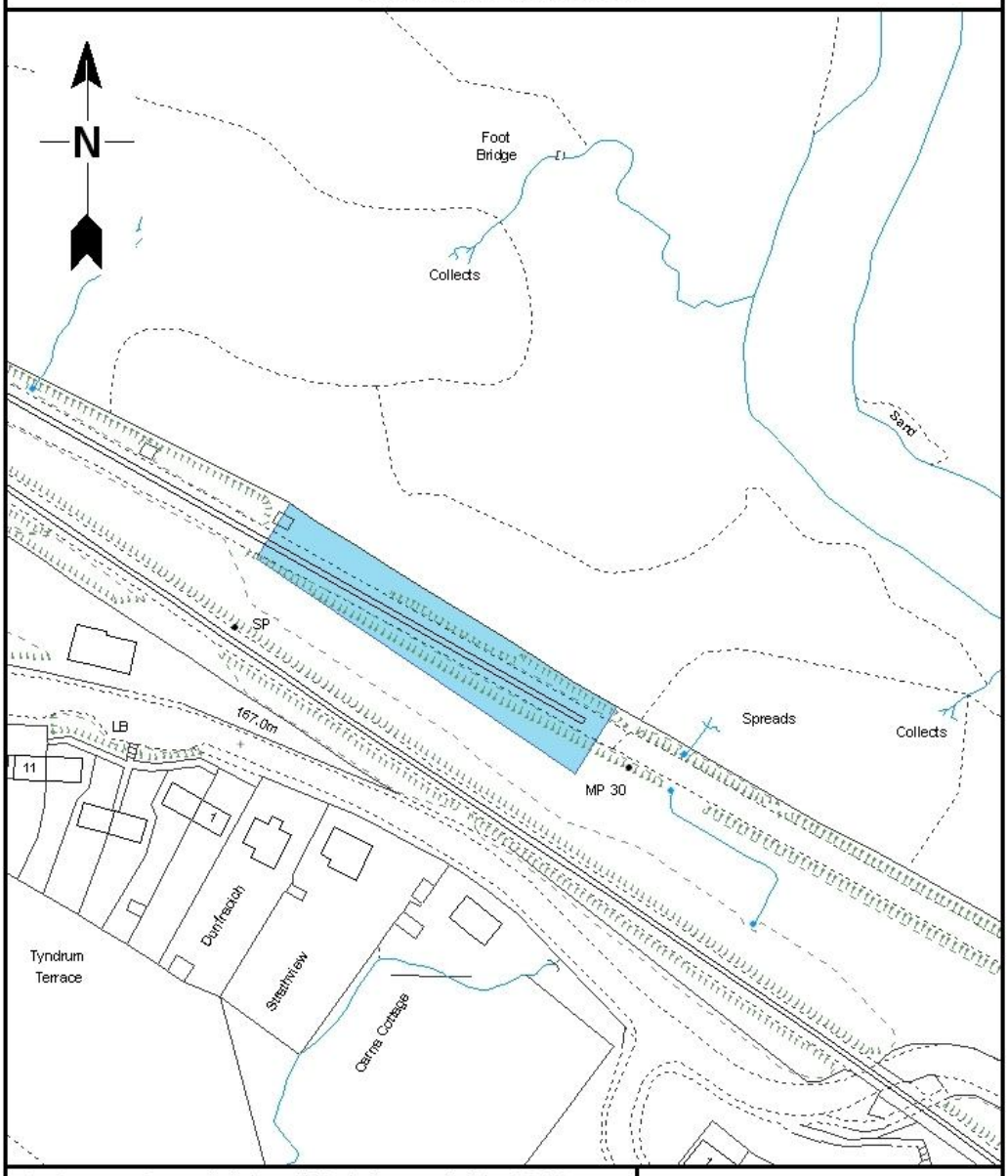
NL02 Pt 2

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CHESTERFIELD PLAN 3 OF 3
N
Track
River Rother
Path
79.9m
BRIMINGTON ROAD
ED and WE Bpd
MP 146.75
77.7m
S Gantry
Tapton Park
Track
75.3m
B
B
Path
73.8m
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Plan No:
NL02 Pt 3
Scale
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Metres

CRIANLARICH



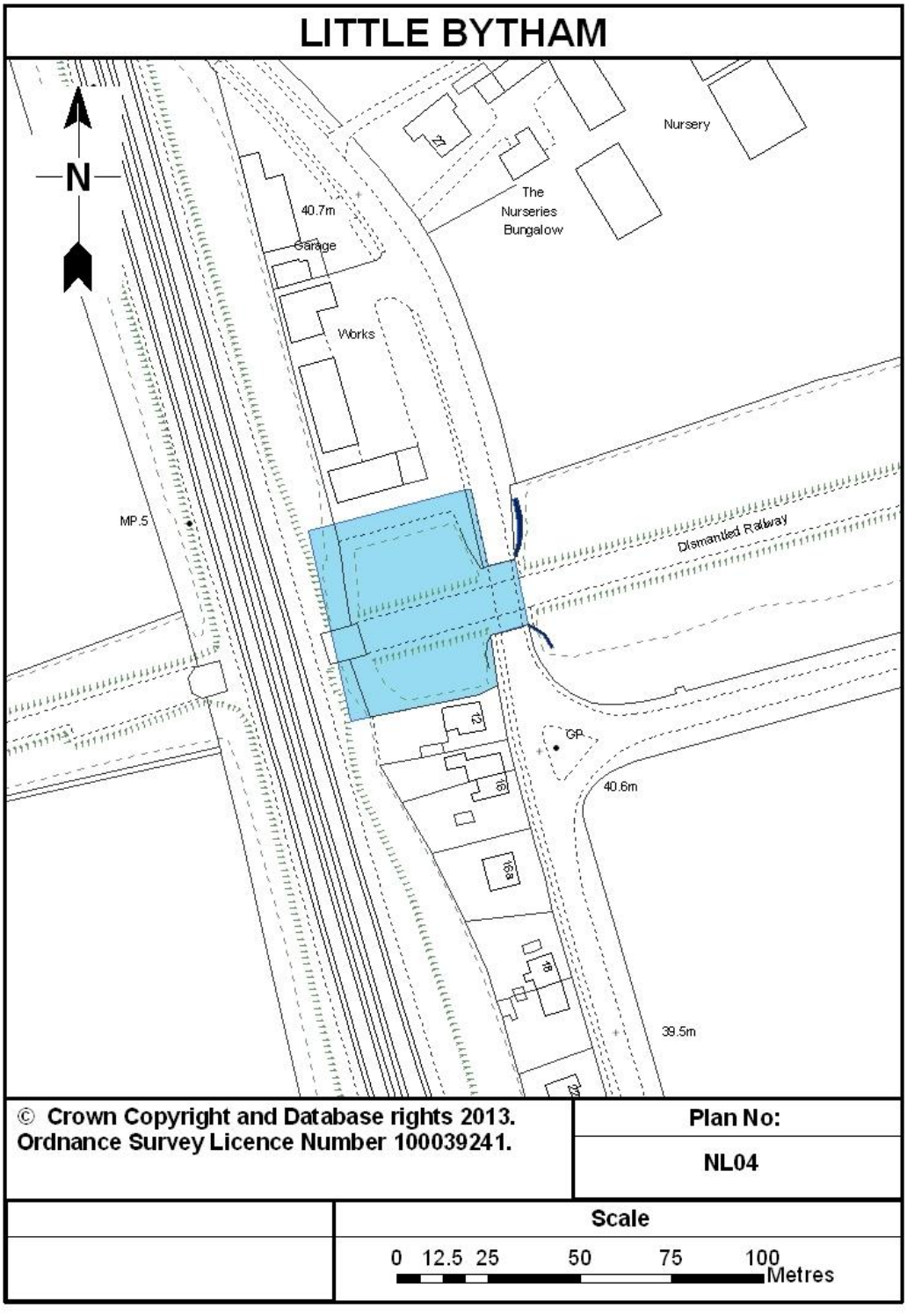
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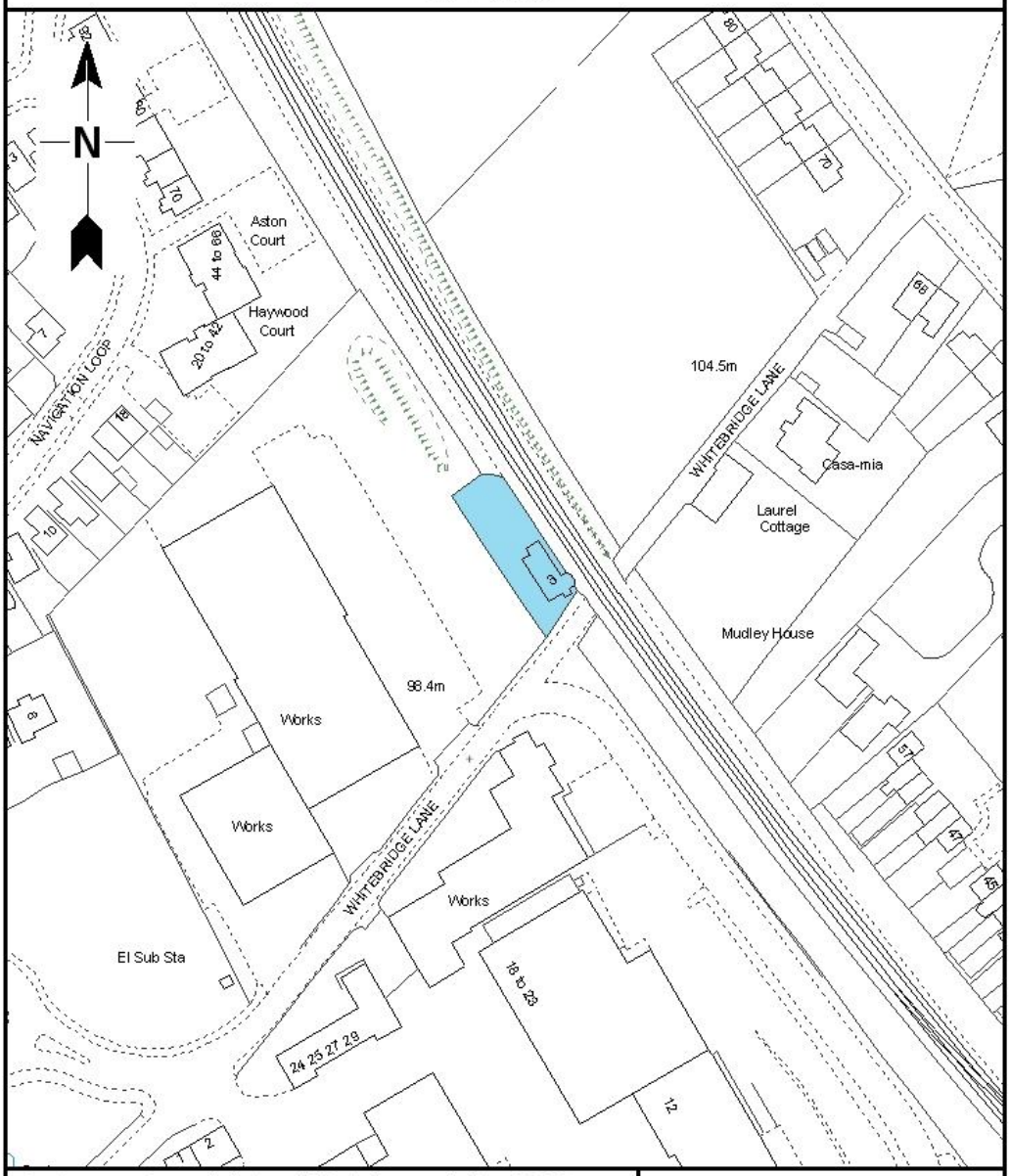
NL03

Scale

0 12.5 25 50 75 100 Metres


LITTLE BYTHAM
N
Nursery
The
Nurseries
Bungalow
40.7m
Garage
Works
MP.5
Dismantled Railway
GP
40.6m
39.5m
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Plan No:
NL04
Scale
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Metres

STONE



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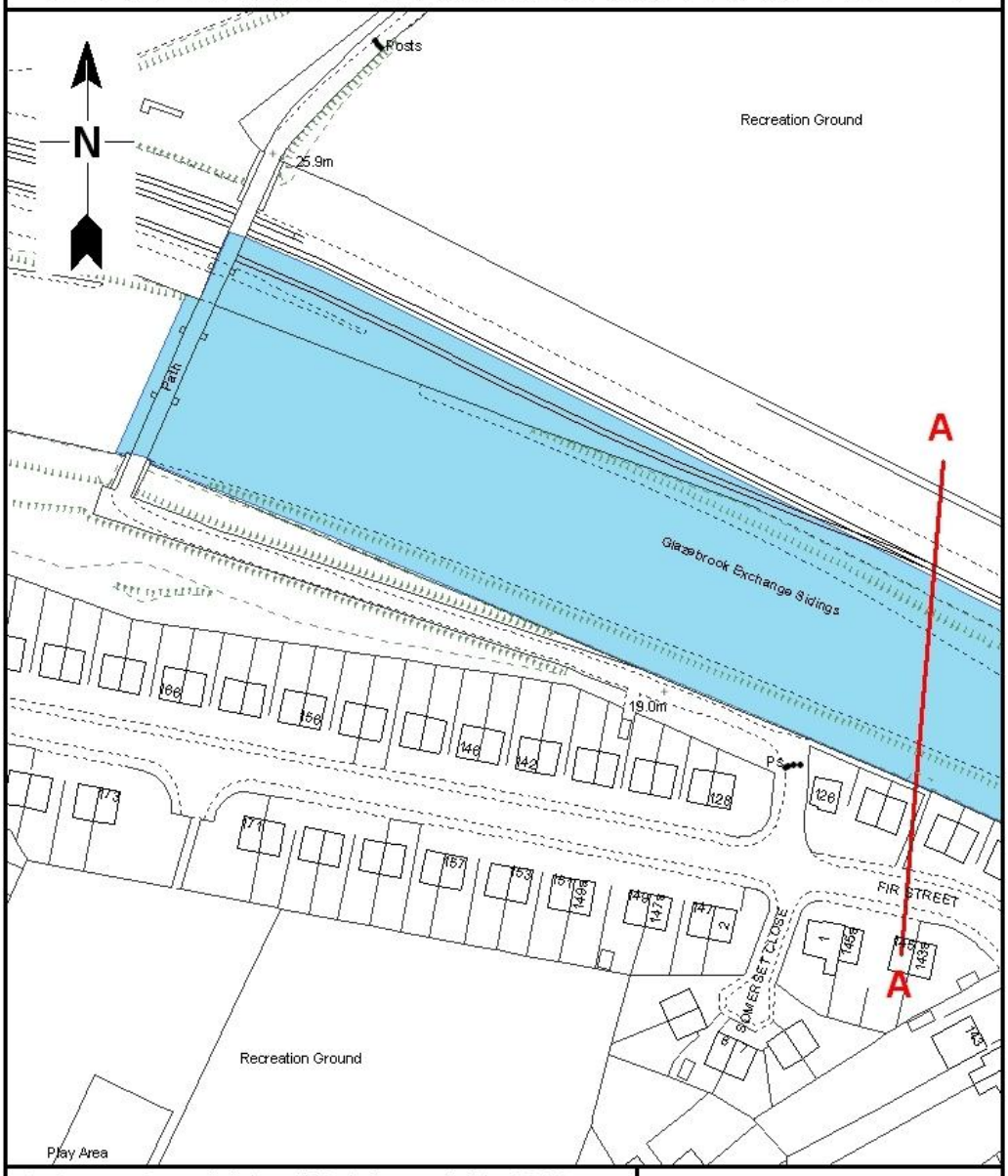
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NL05

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GLAZEBROOK - PARTINGTON PLAN 1 OF 14



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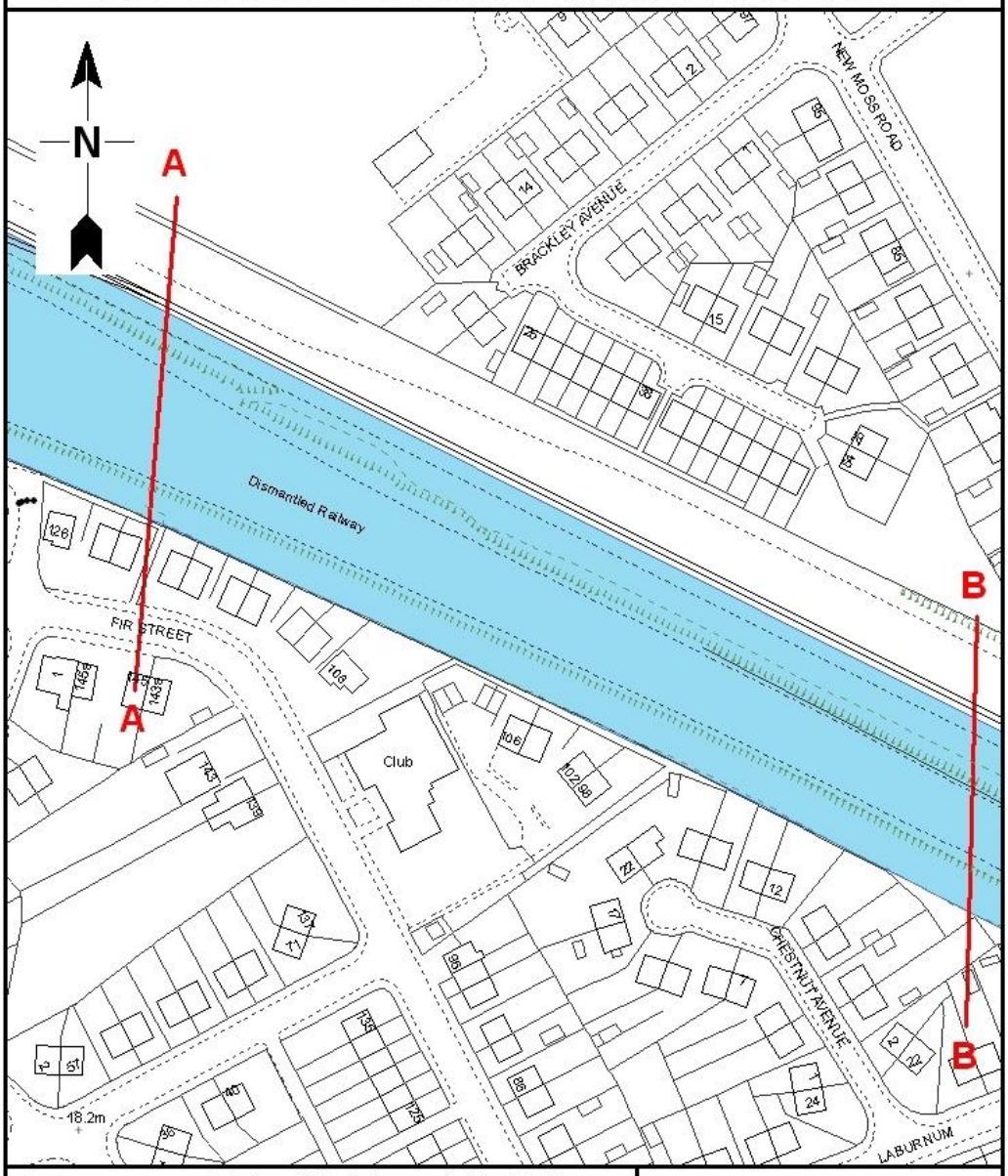
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NL06 Pt 1

Scale

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GLAZEBROOK - PARTINGTON PLAN 2 OF 14

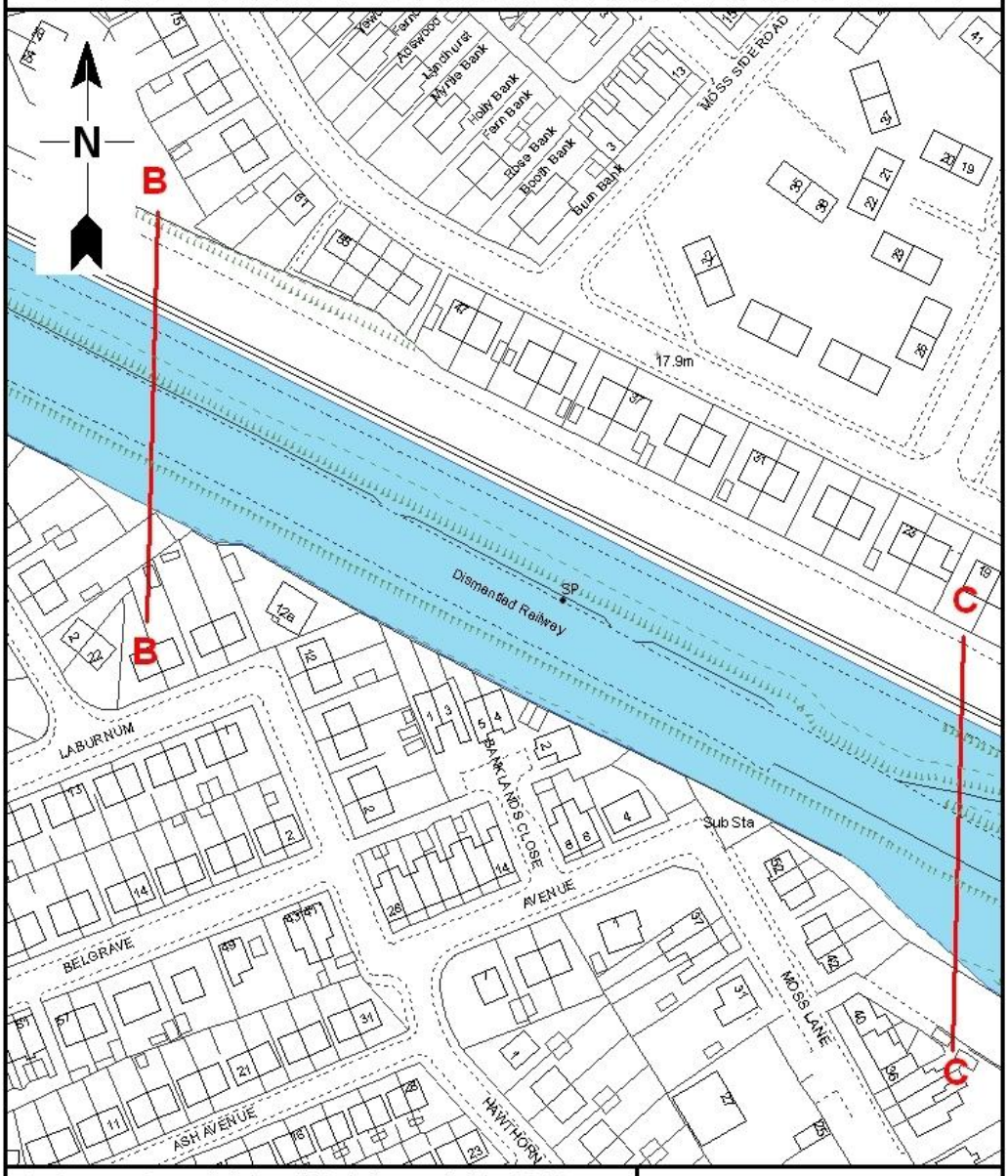


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Plan No:
NL06 Pt 2

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GLAZEBROOK - PARTINGTON PLAN 3 OF 14

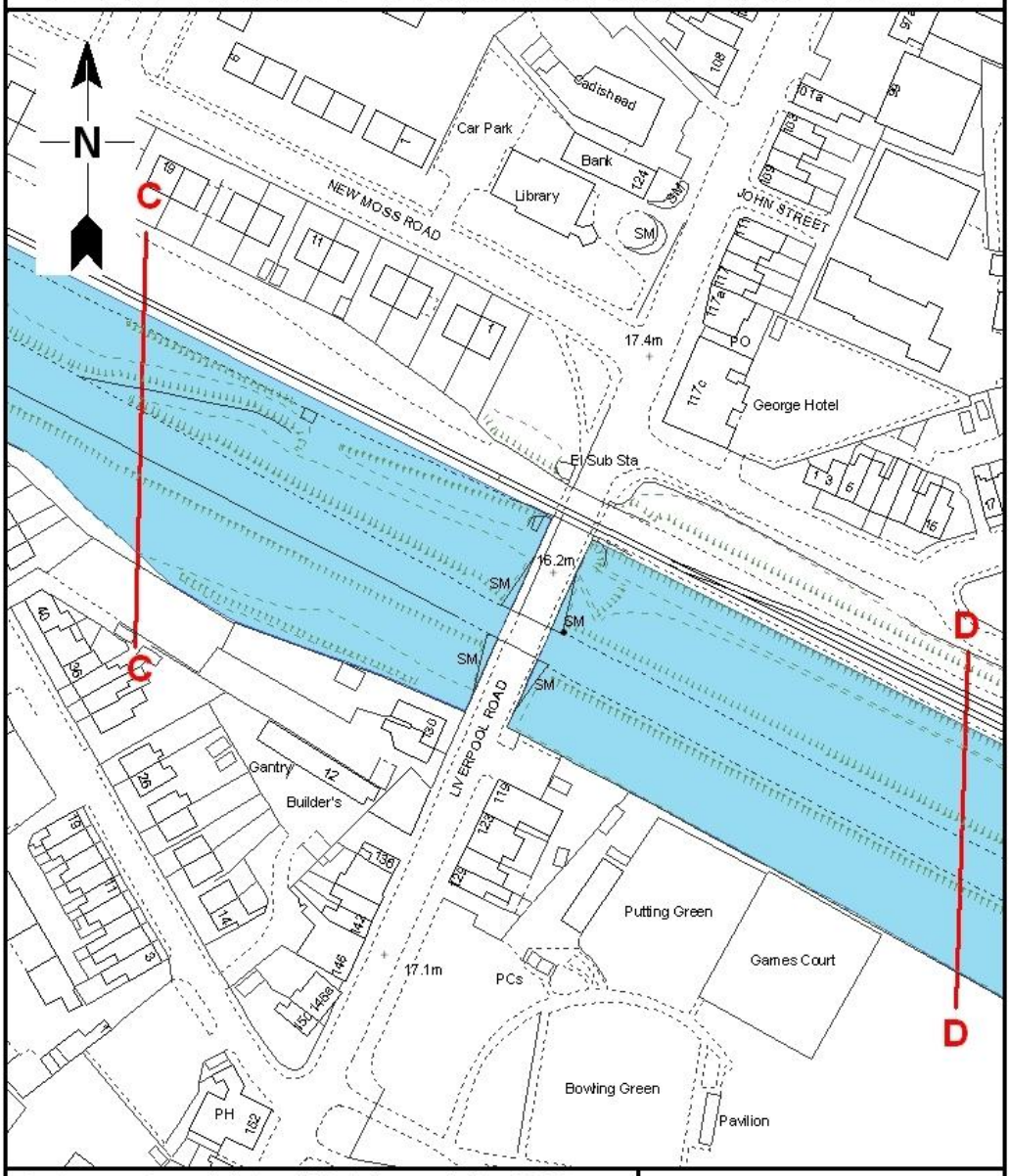


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Plan No:
NL06 Pt 3

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GLAZEBROOK - PARTINGTON PLAN 4 OF 14



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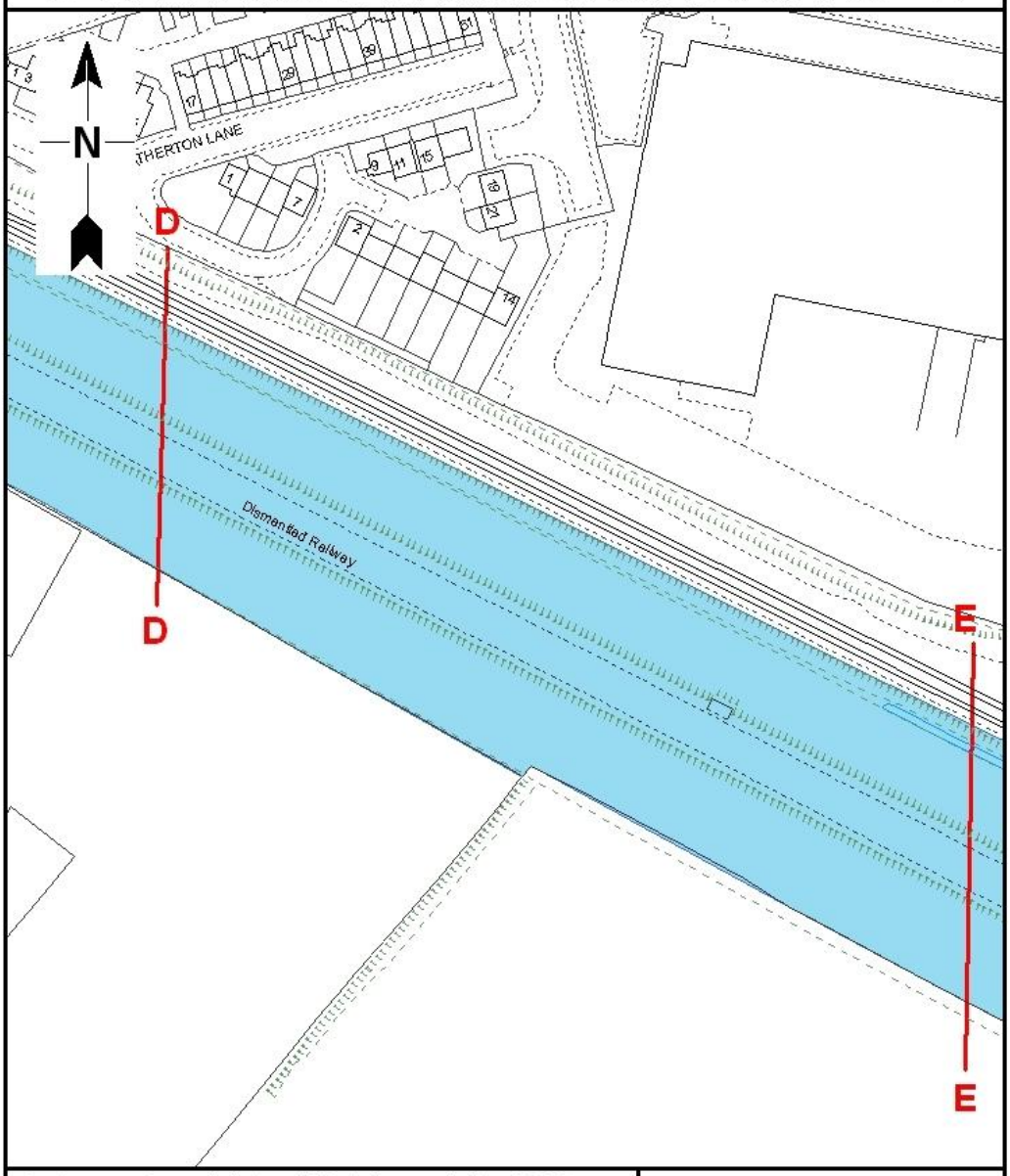
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NL06 Pt 4

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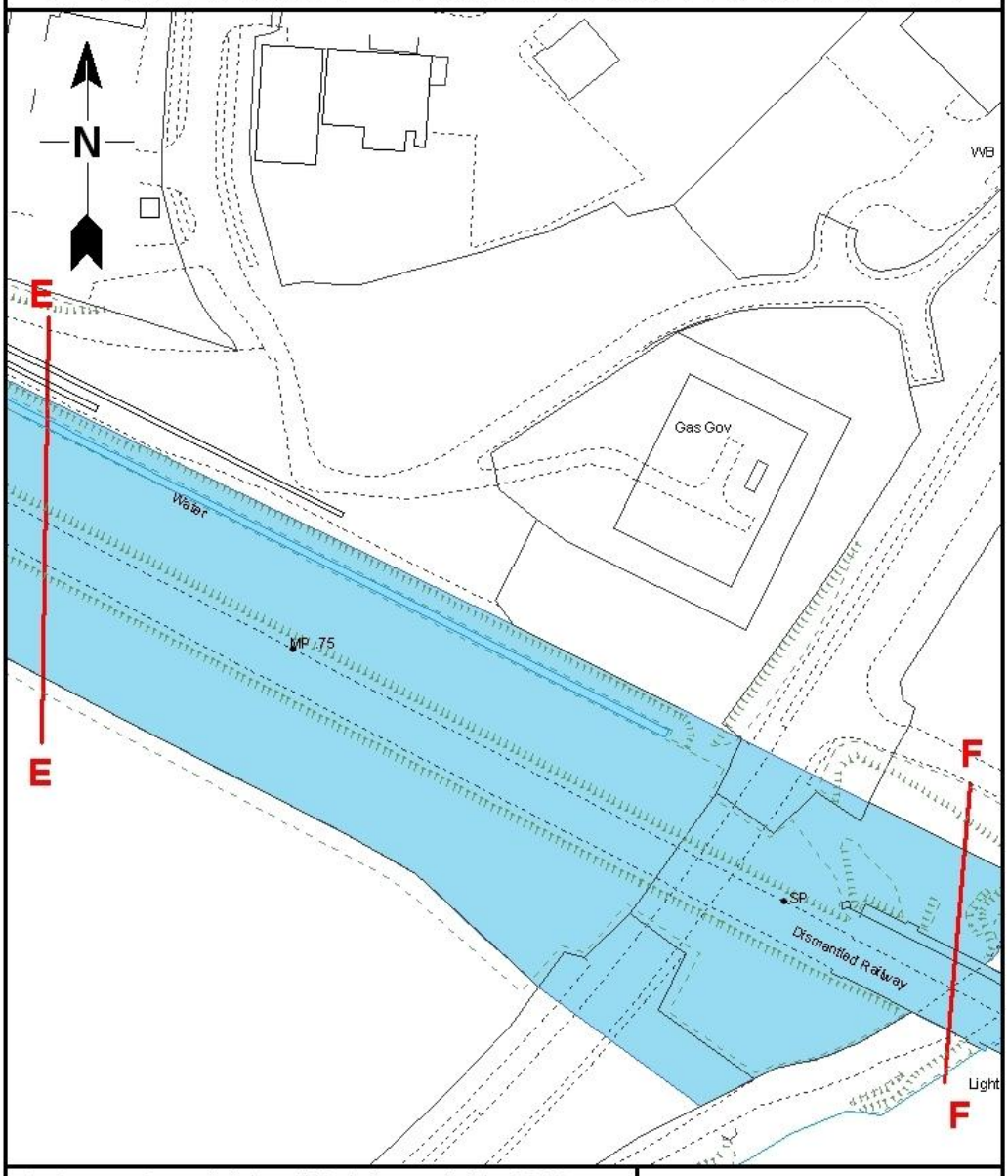


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Plan No:
NL06 Pt 5

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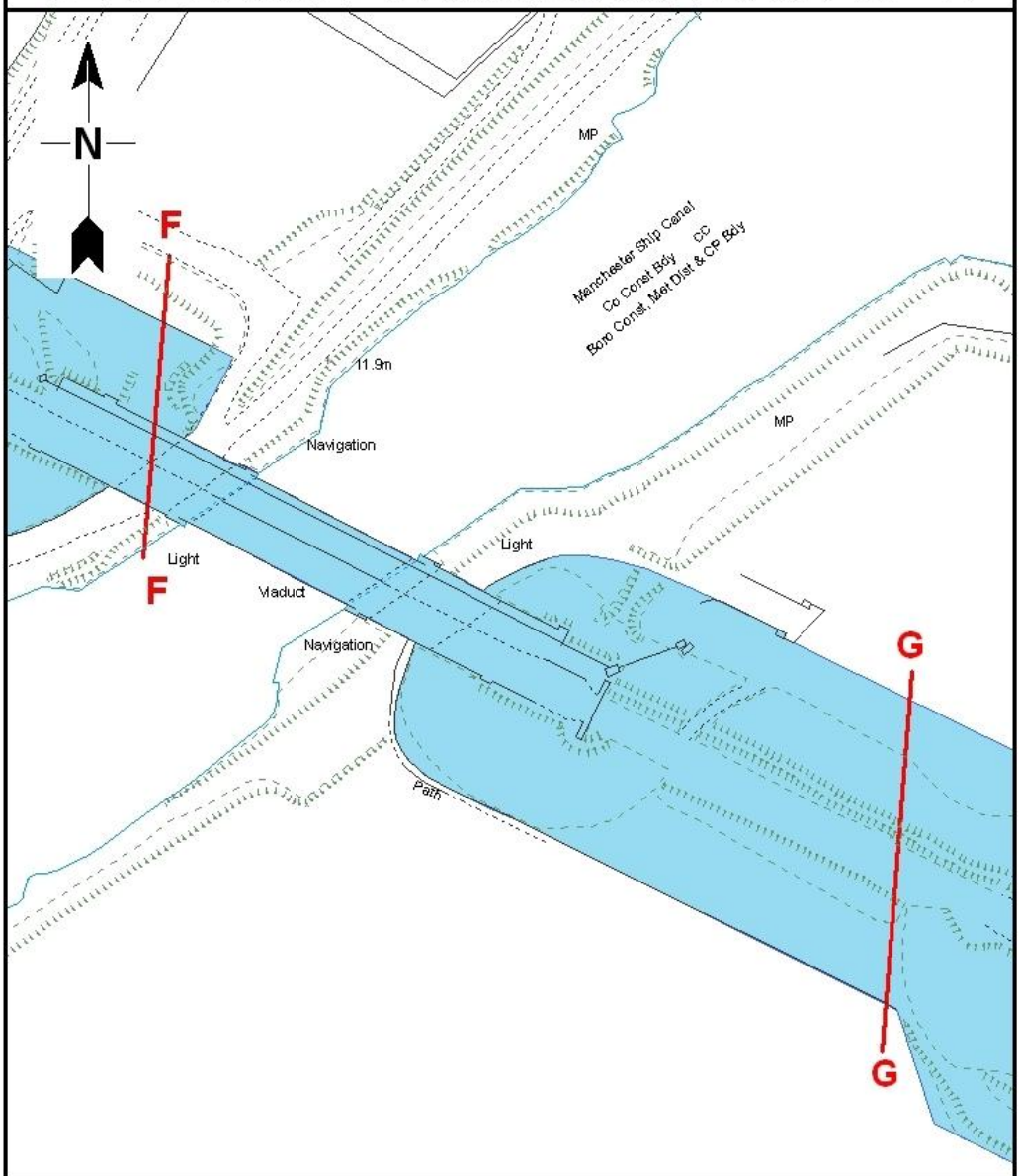


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NL06 Pt 6

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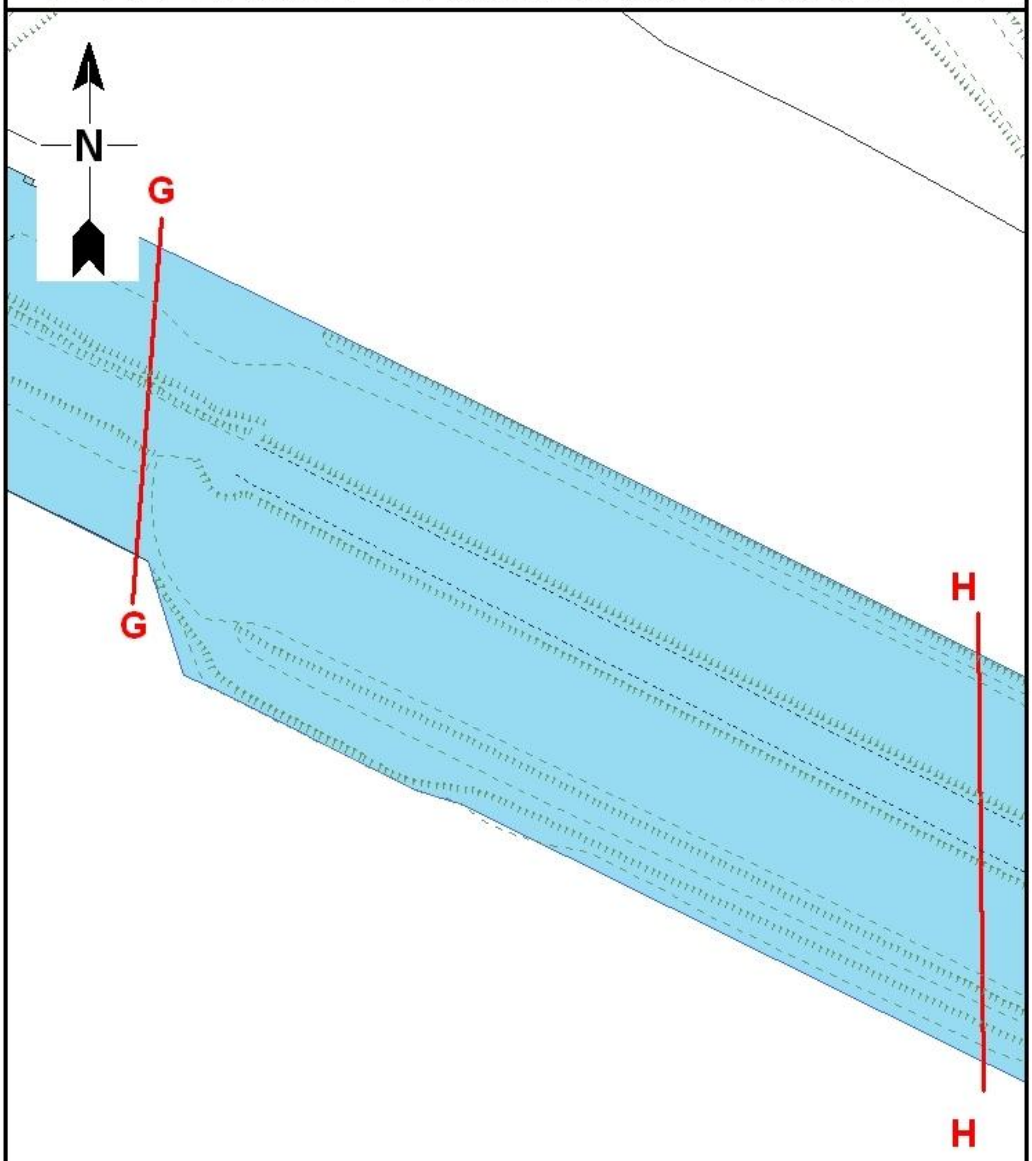


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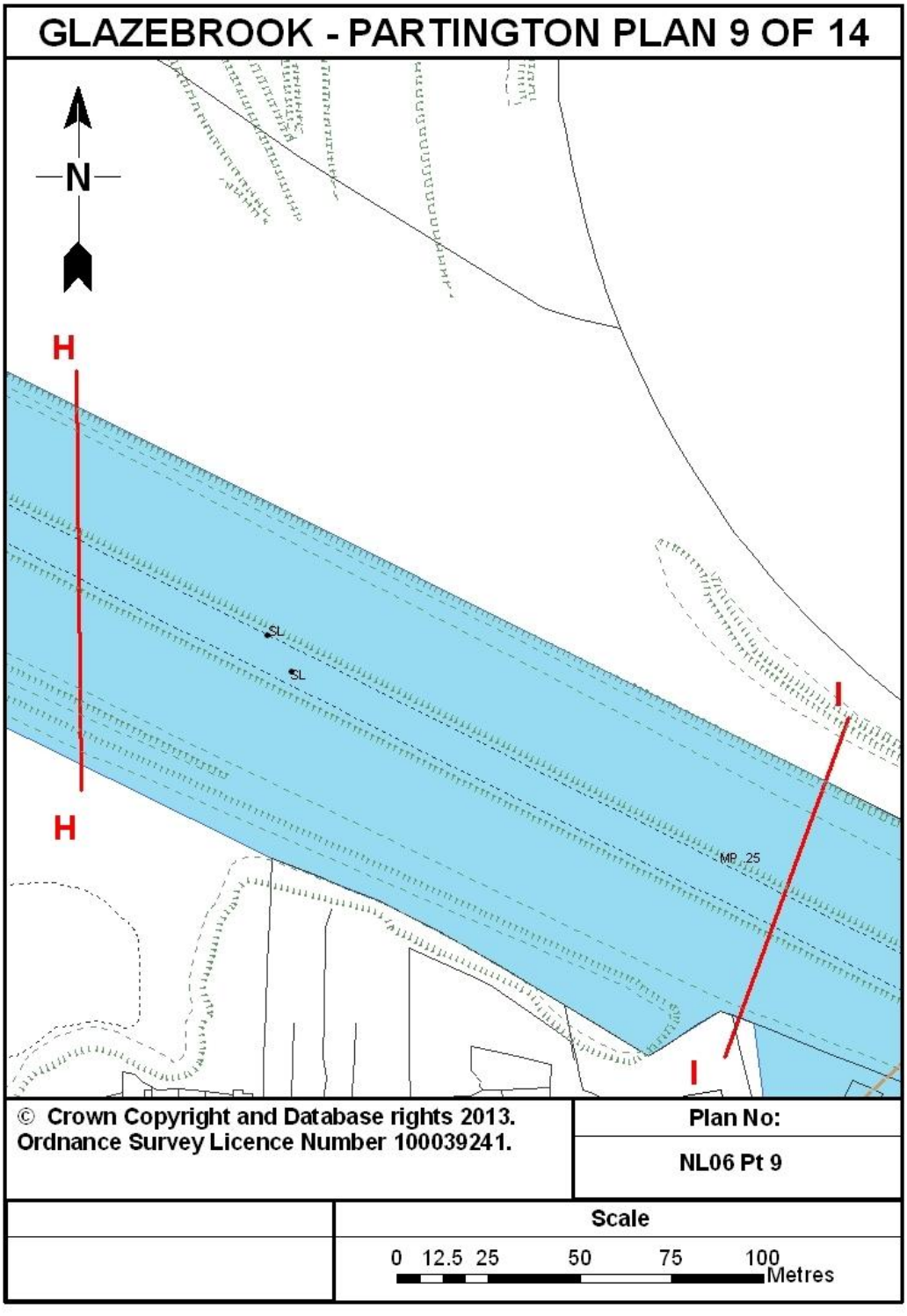
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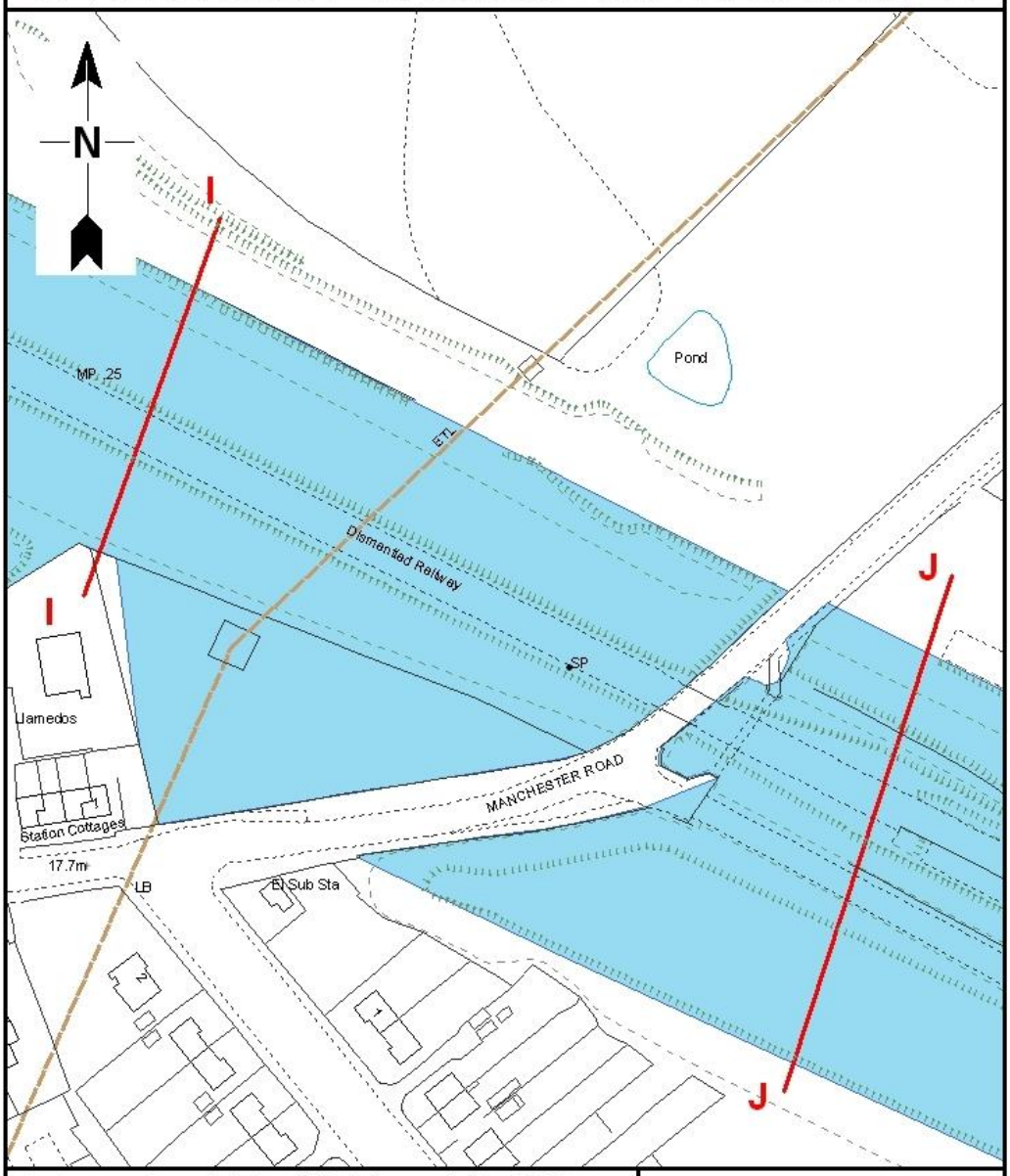
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Plan No:
NL06 Pt 8

	Scale
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GLAZEBROOK - PARTINGTON PLAN 9 OF 14
N
H
H
I
I
SL
SL
MP 25
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Plan No:
NL06 Pt 9
Scale
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Metres

GLAZEBROOK - PARTINGTON PLAN 10 OF 14

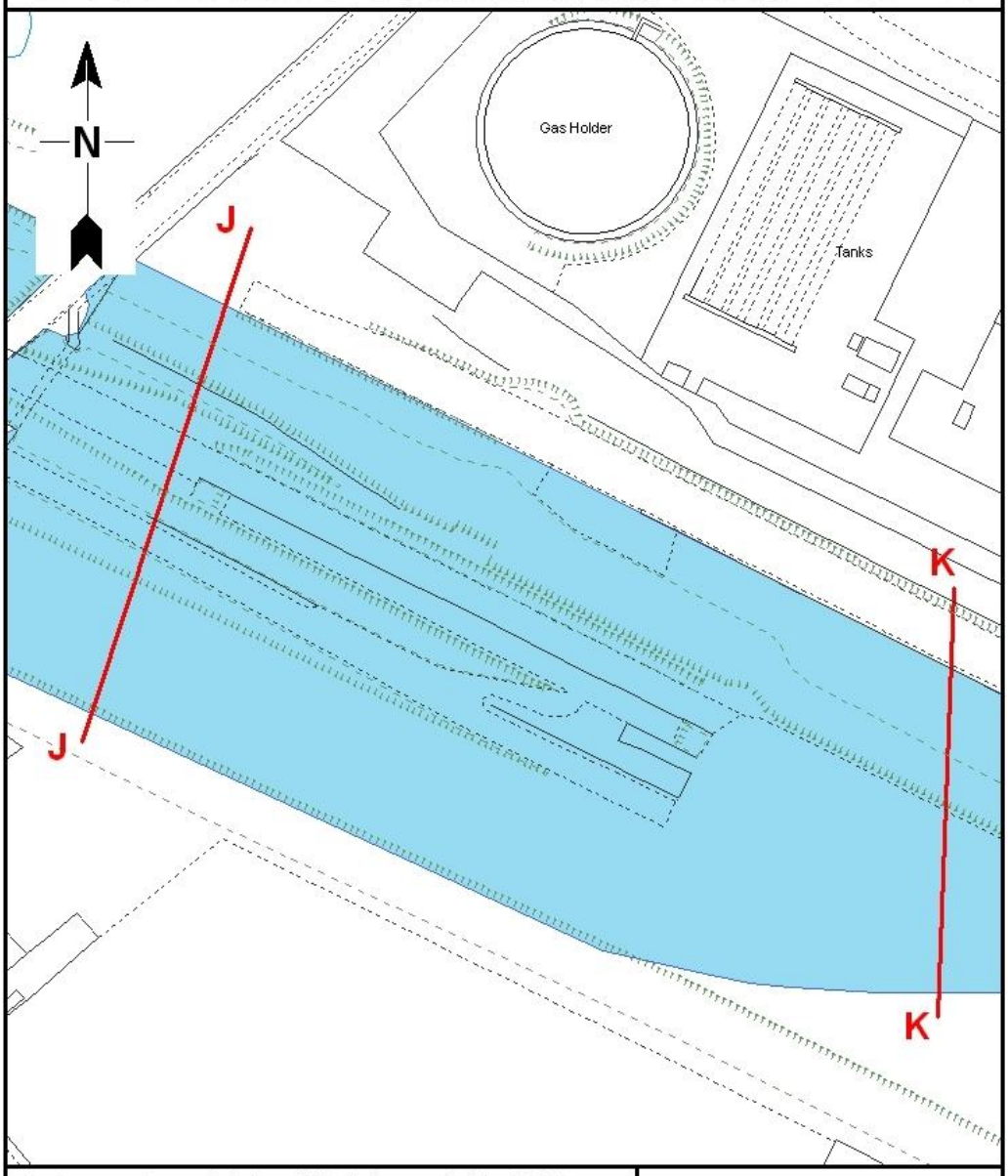


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Plan No:
NL06 Pt 10

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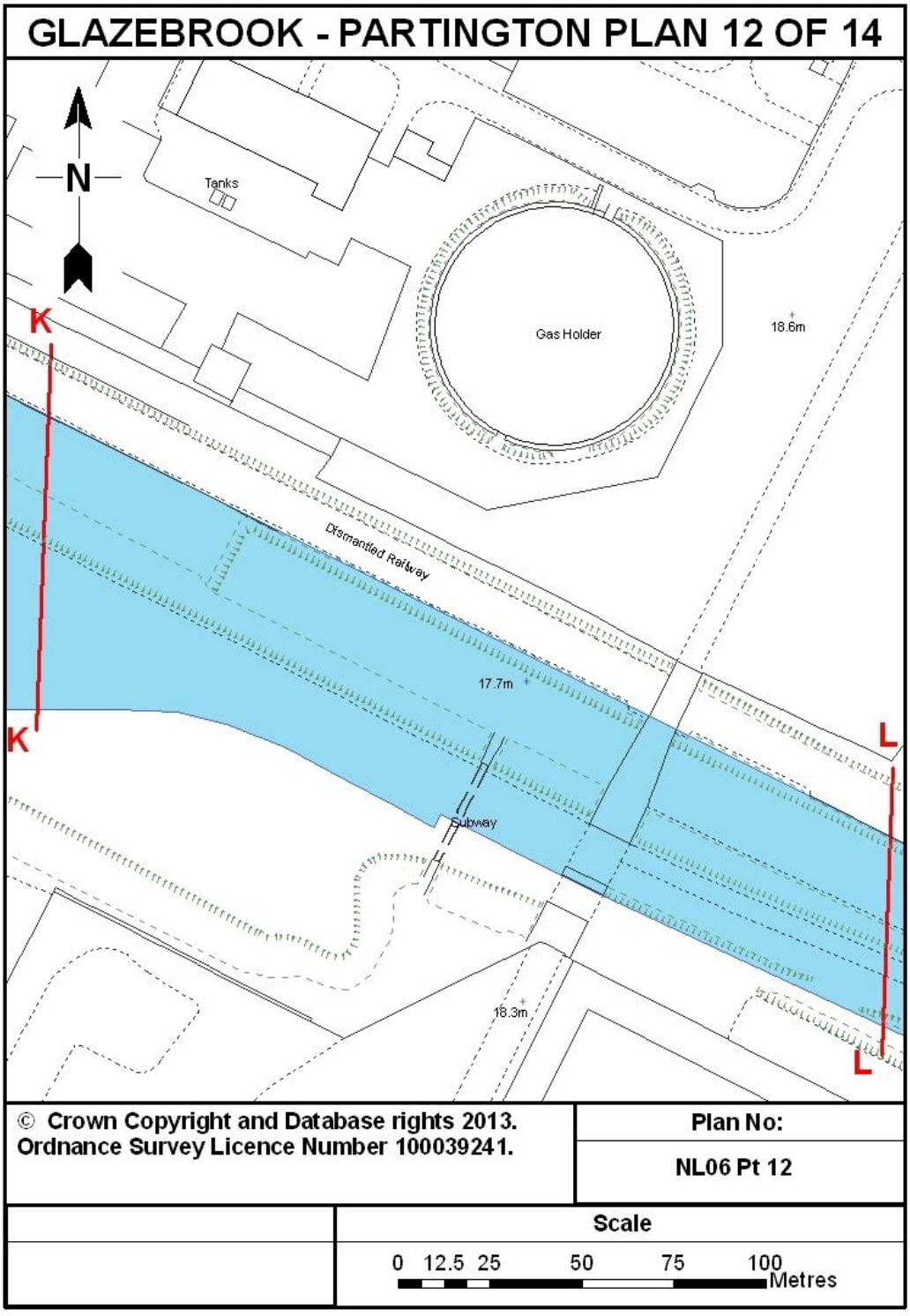
GLAZEBROOK - PARTINGTON PLAN 11 OF 14



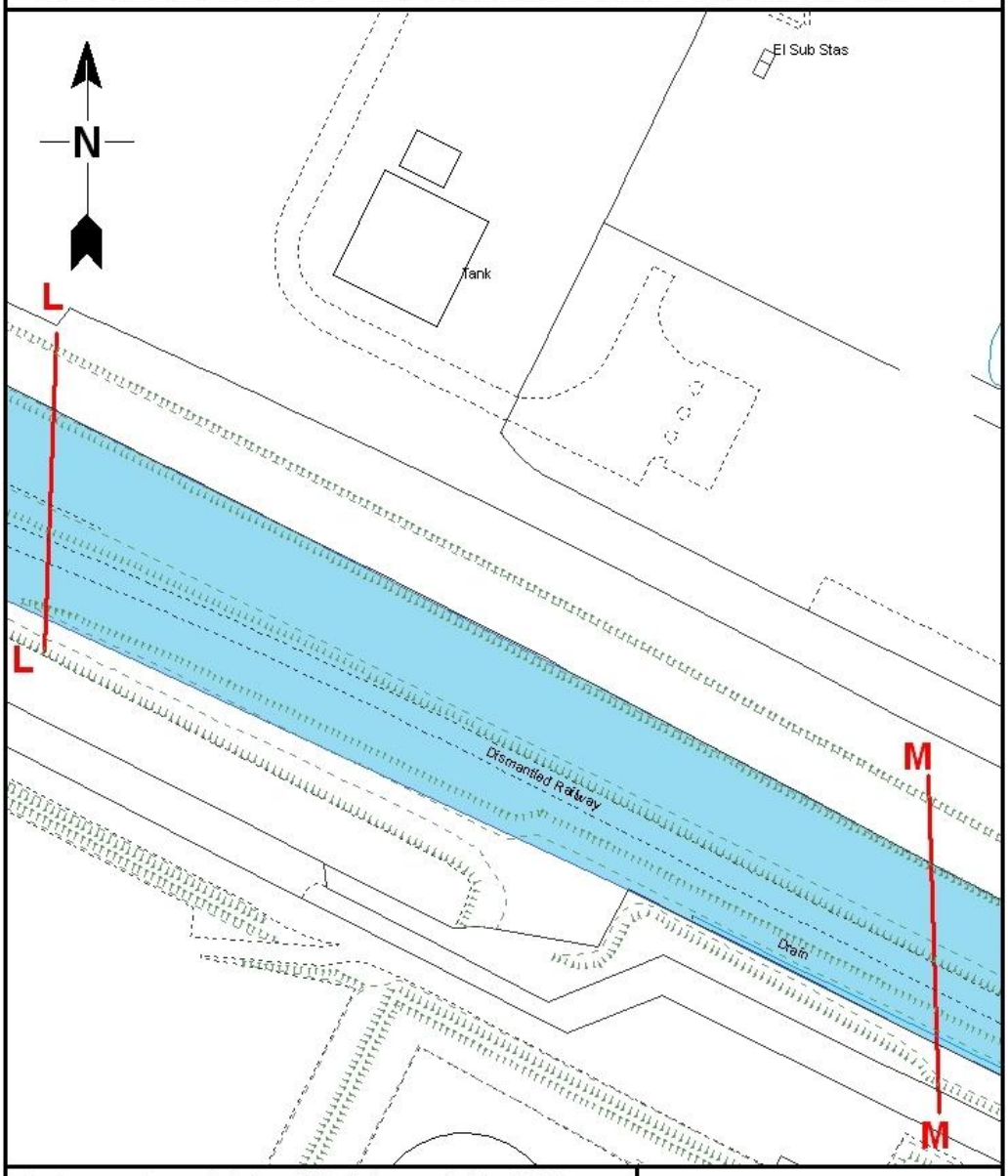
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Plan No:
NL06 Pt 11

	Scale
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GLAZEBROOK - PARTINGTON PLAN 12 OF 14
N
Tanks
Gas Holder
18.6m
K
K
Dismantled Railway
17.7m
L
L
Subway
18.3m
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Plan No:
NL06 Pt 12
Scale
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Metres

GLAZEBROOK - PARTINGTON PLAN 13 OF 14

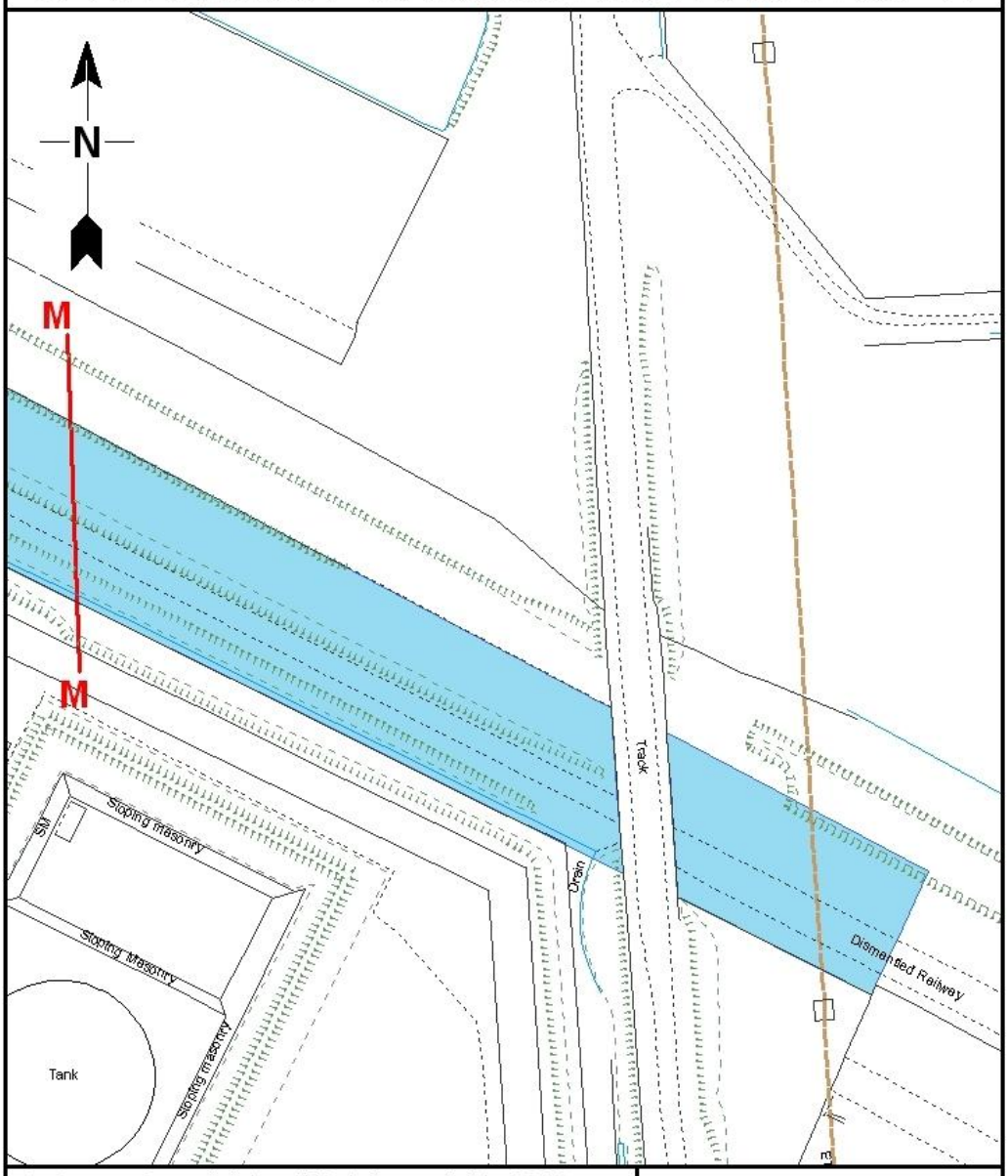


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Plan No:
NL06 Pt 13

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GLAZEBROOK - PARTINGTON PLAN 14 OF 14



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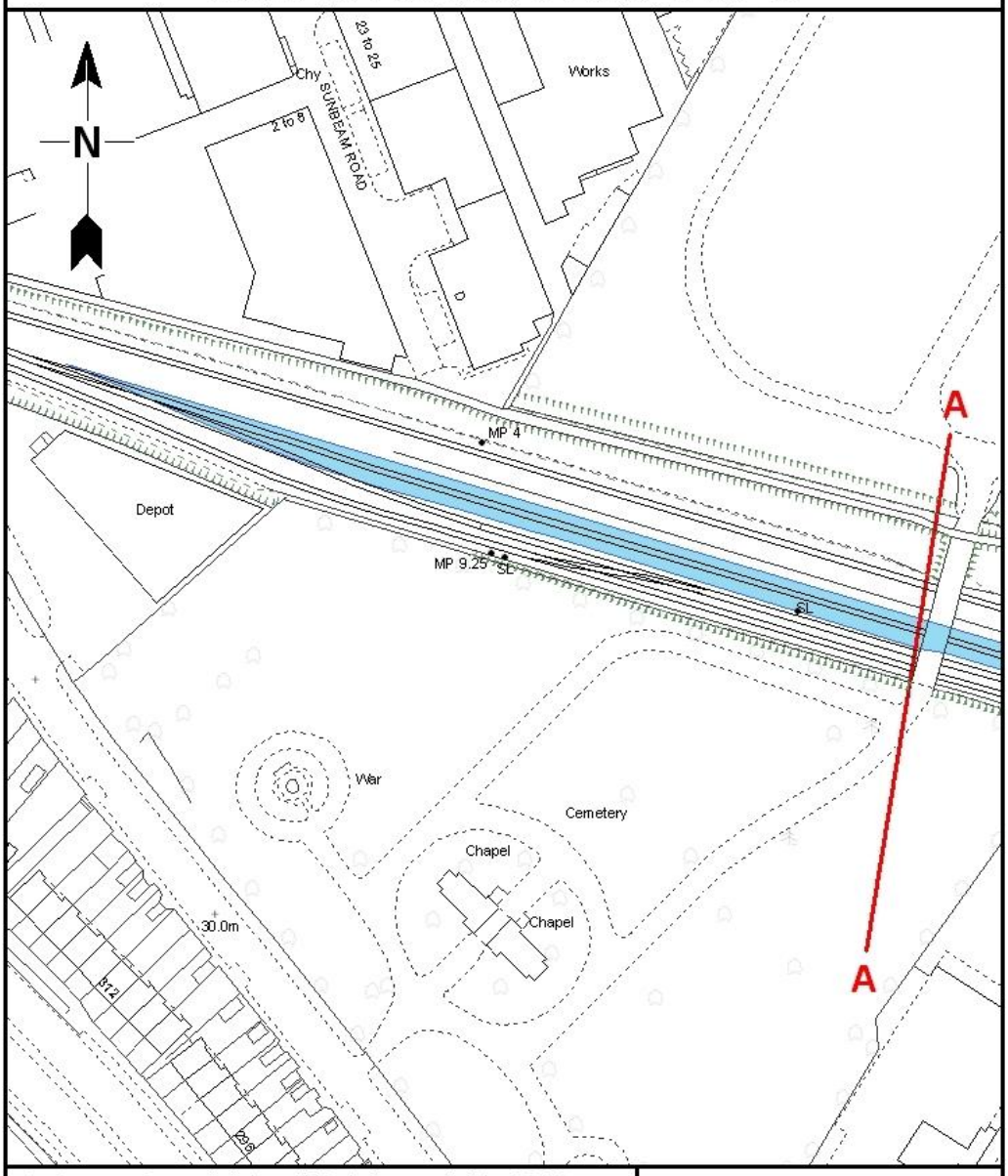
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NORTH ACTON PLAN 1 OF 3



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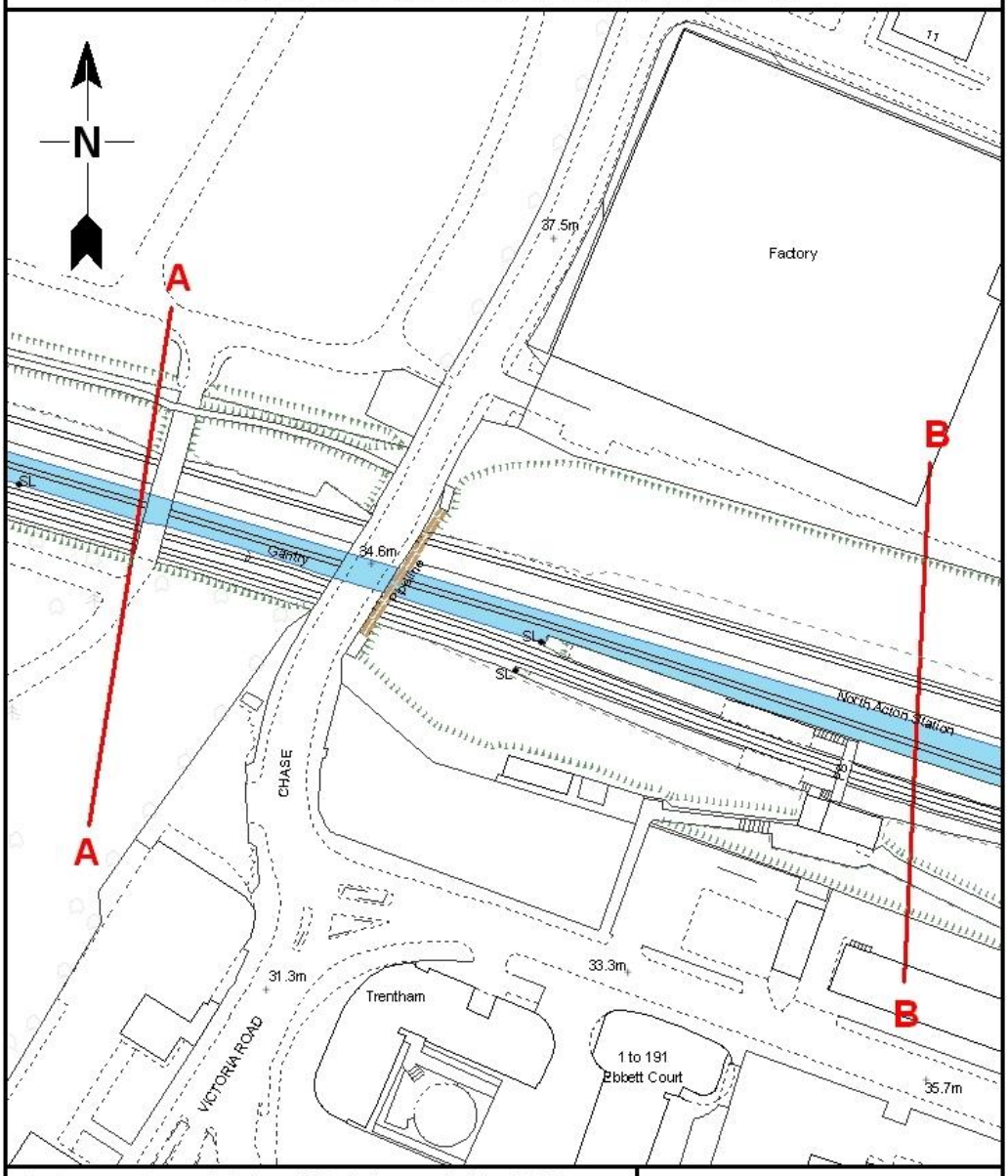
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NORTH ACTON PLAN 2 OF 3



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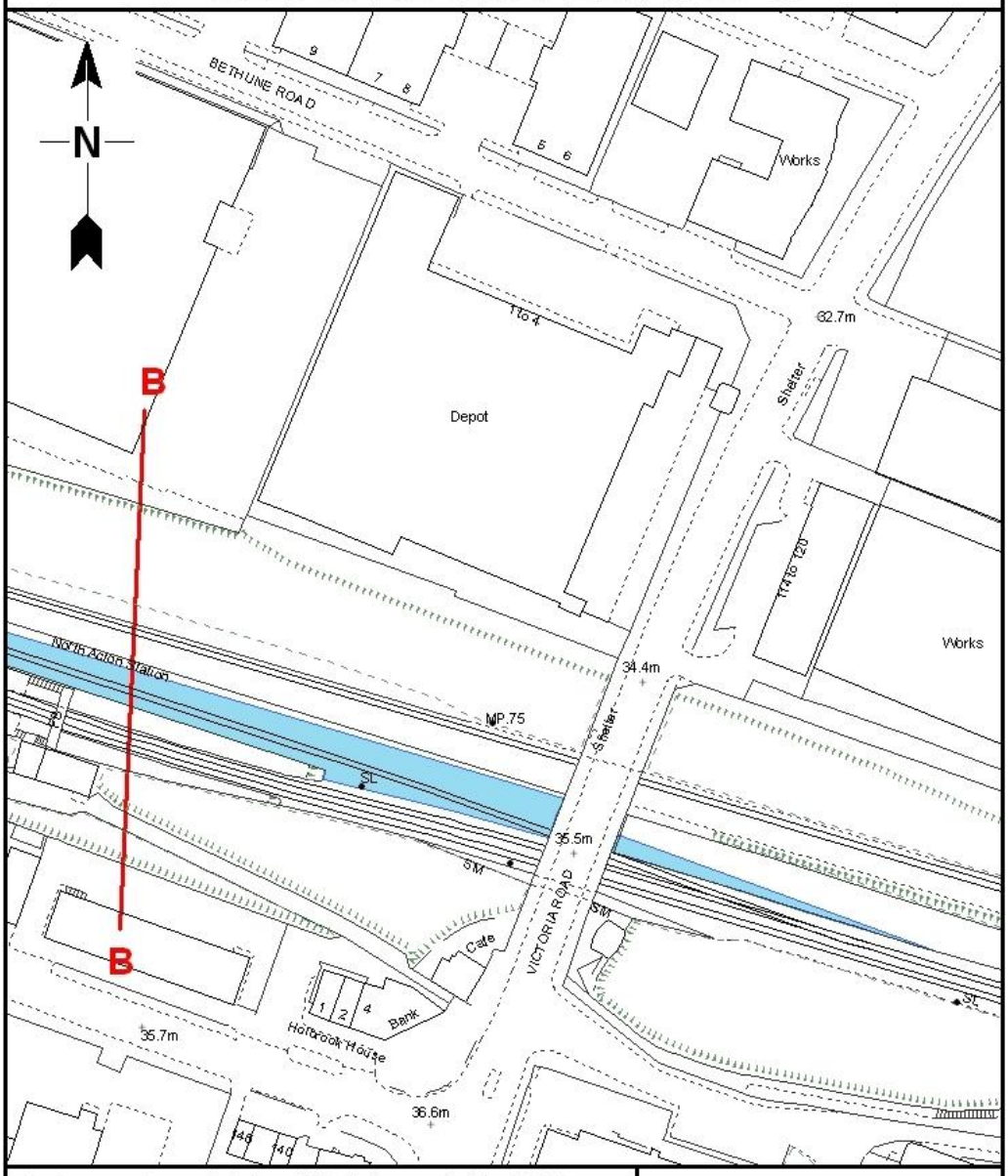
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NORTH ACTON PLAN 3 OF 3

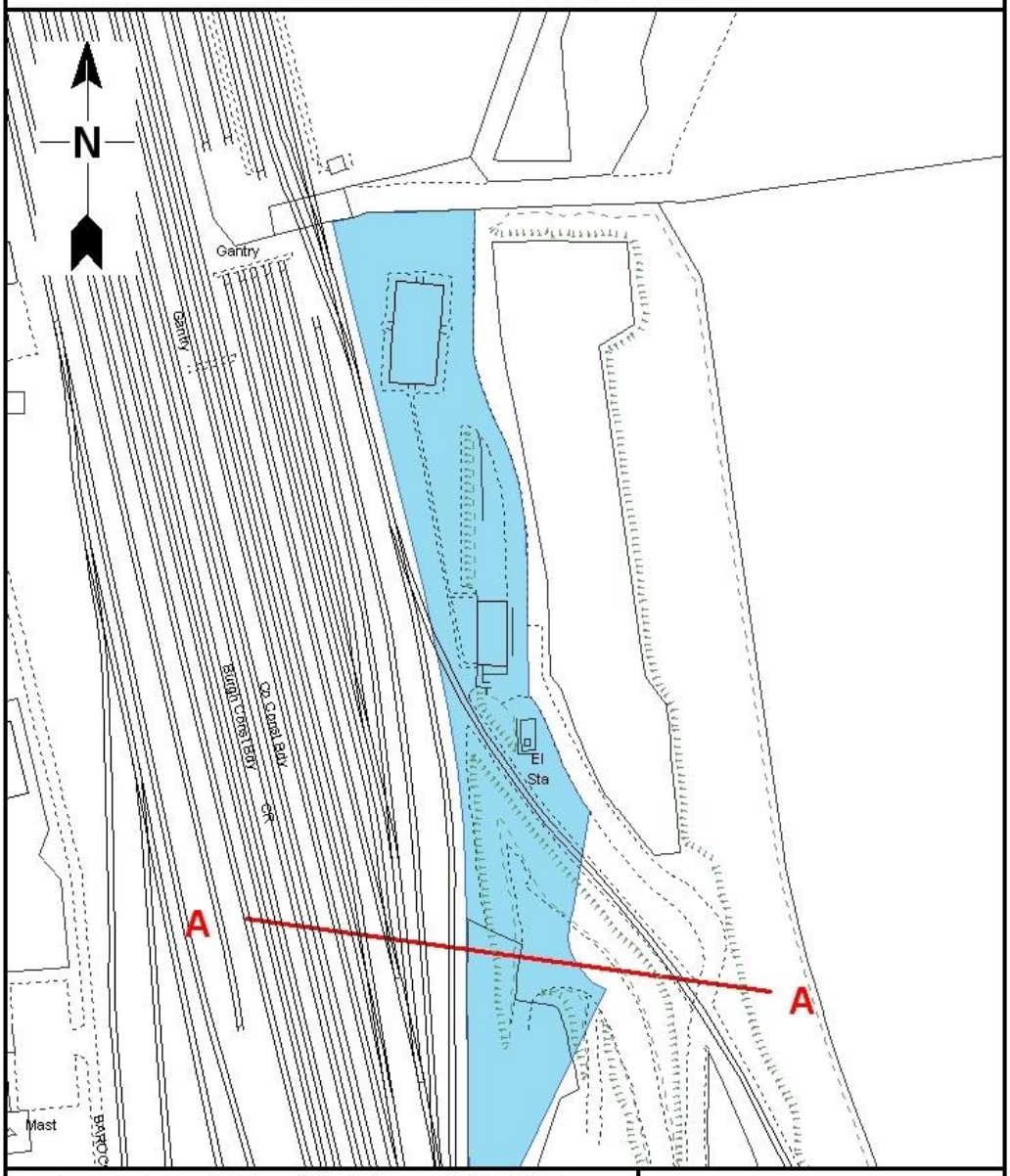


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Plan No:
NL07 Pt 3

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MOSSEND PLAN 1 OF 2



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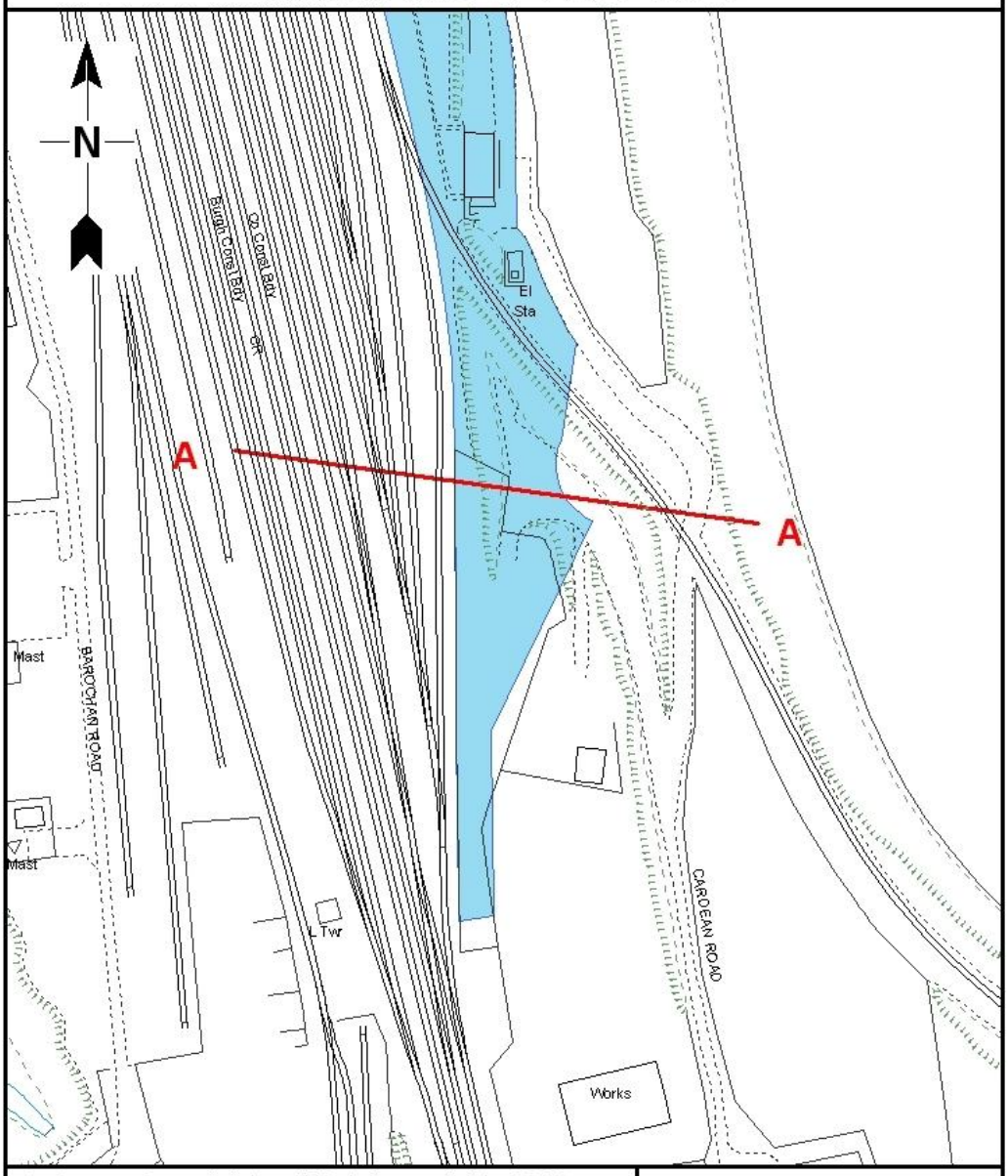
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NL08 Pt1

Scale

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MOSSEND PLAN 2 OF 2



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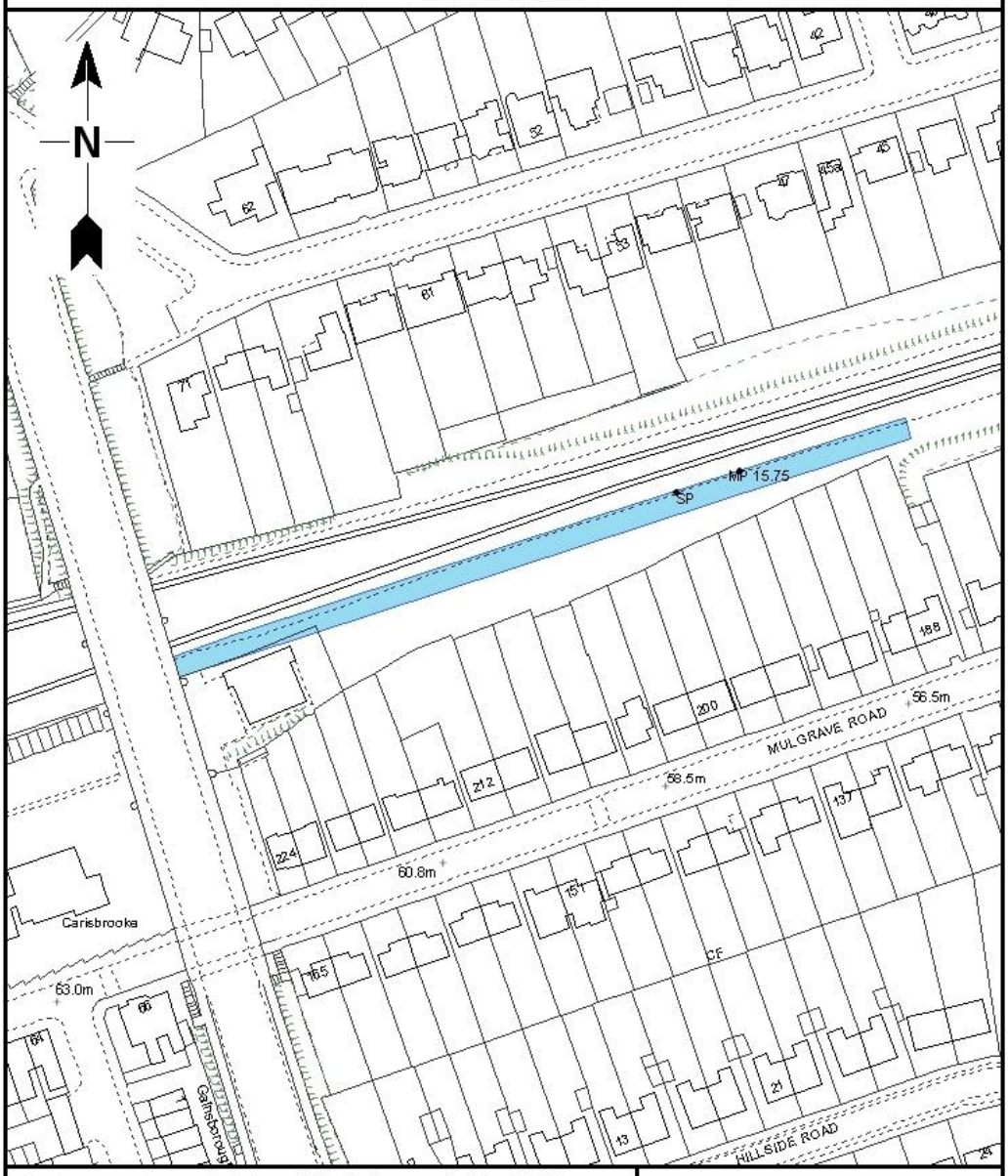
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NL08 Pt2

Scale

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CHEAM



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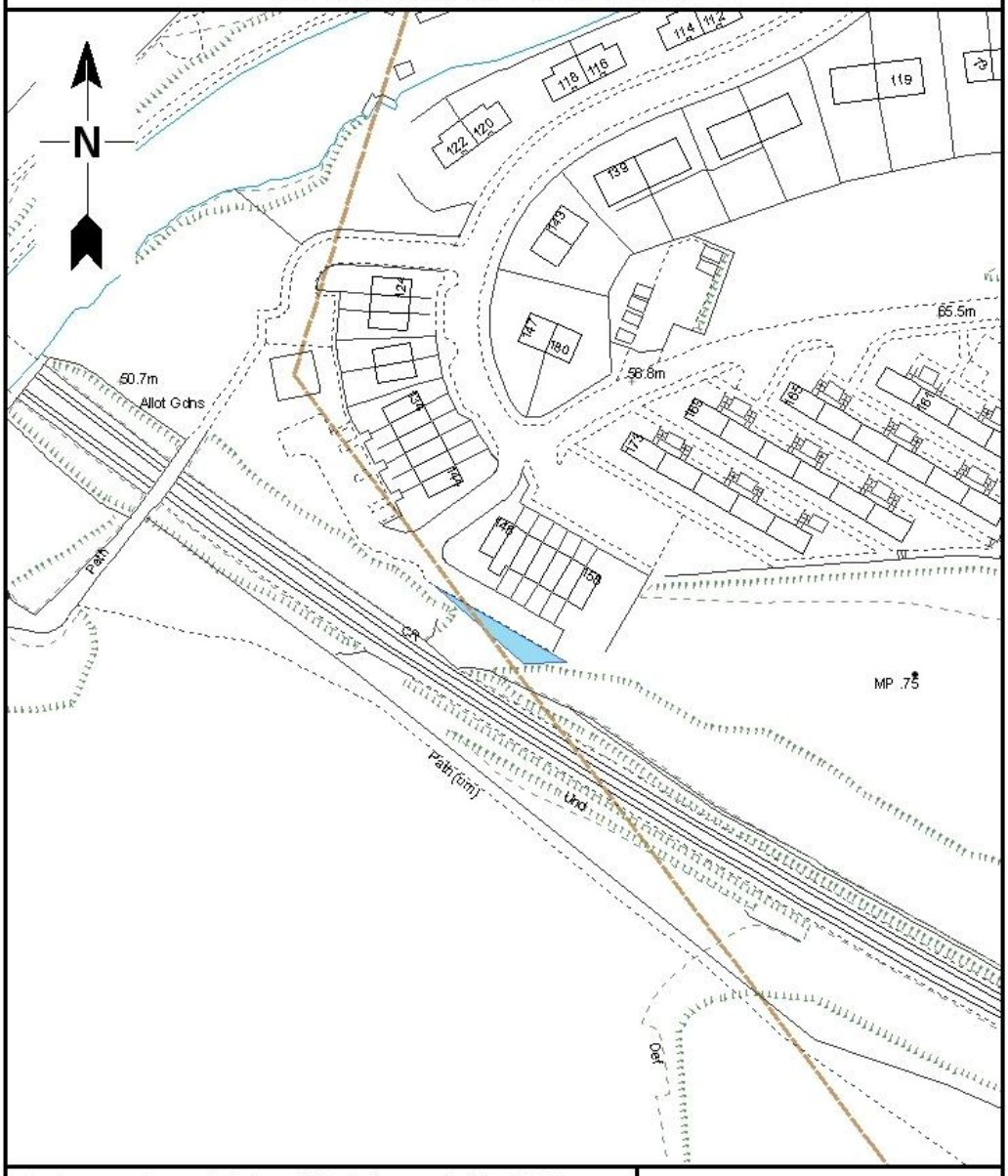
Plan No:

NL09

Scale

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GLASGOW LAMBHILL



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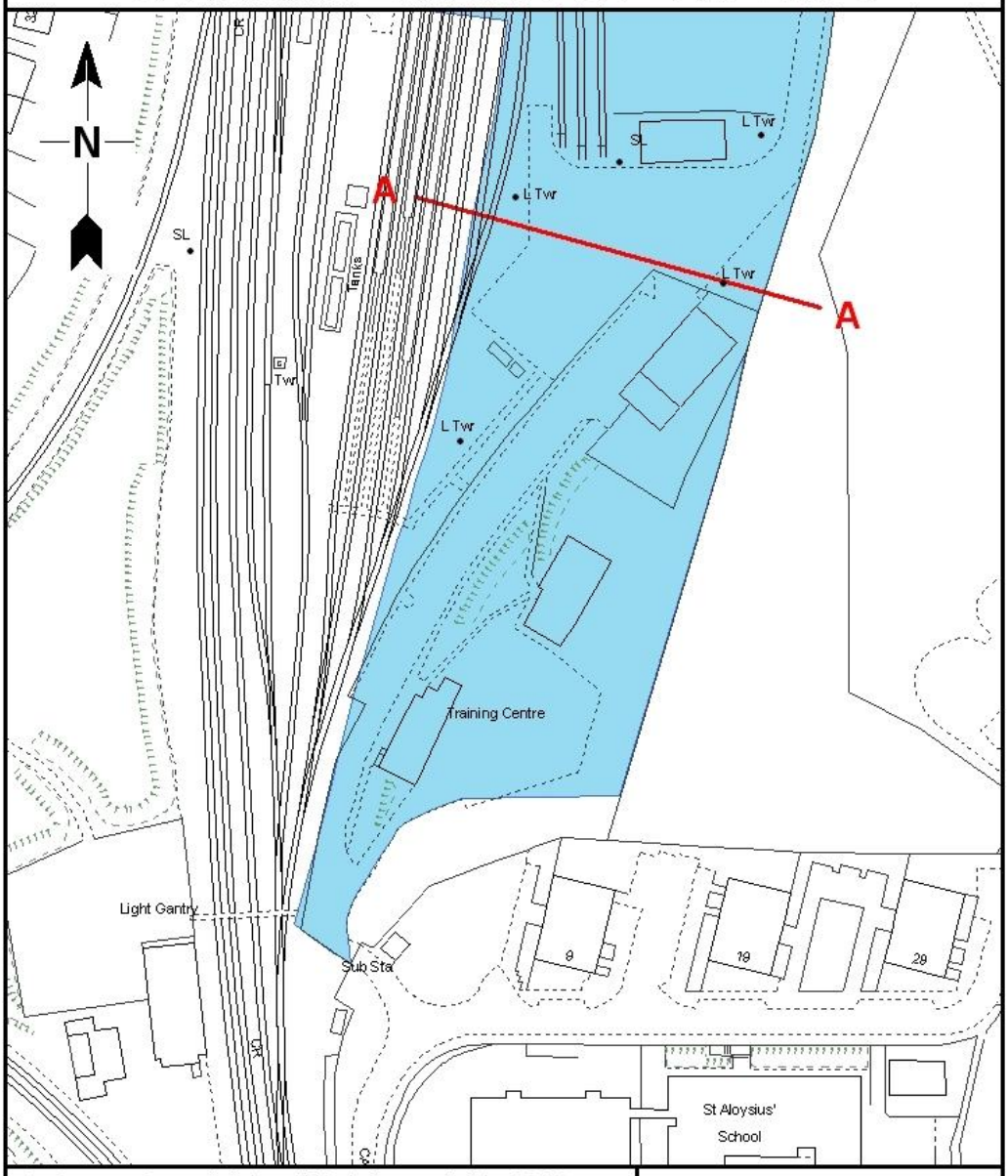
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NL10

Scale

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GLASGOW EASTFIELD PLAN 1 OF 3



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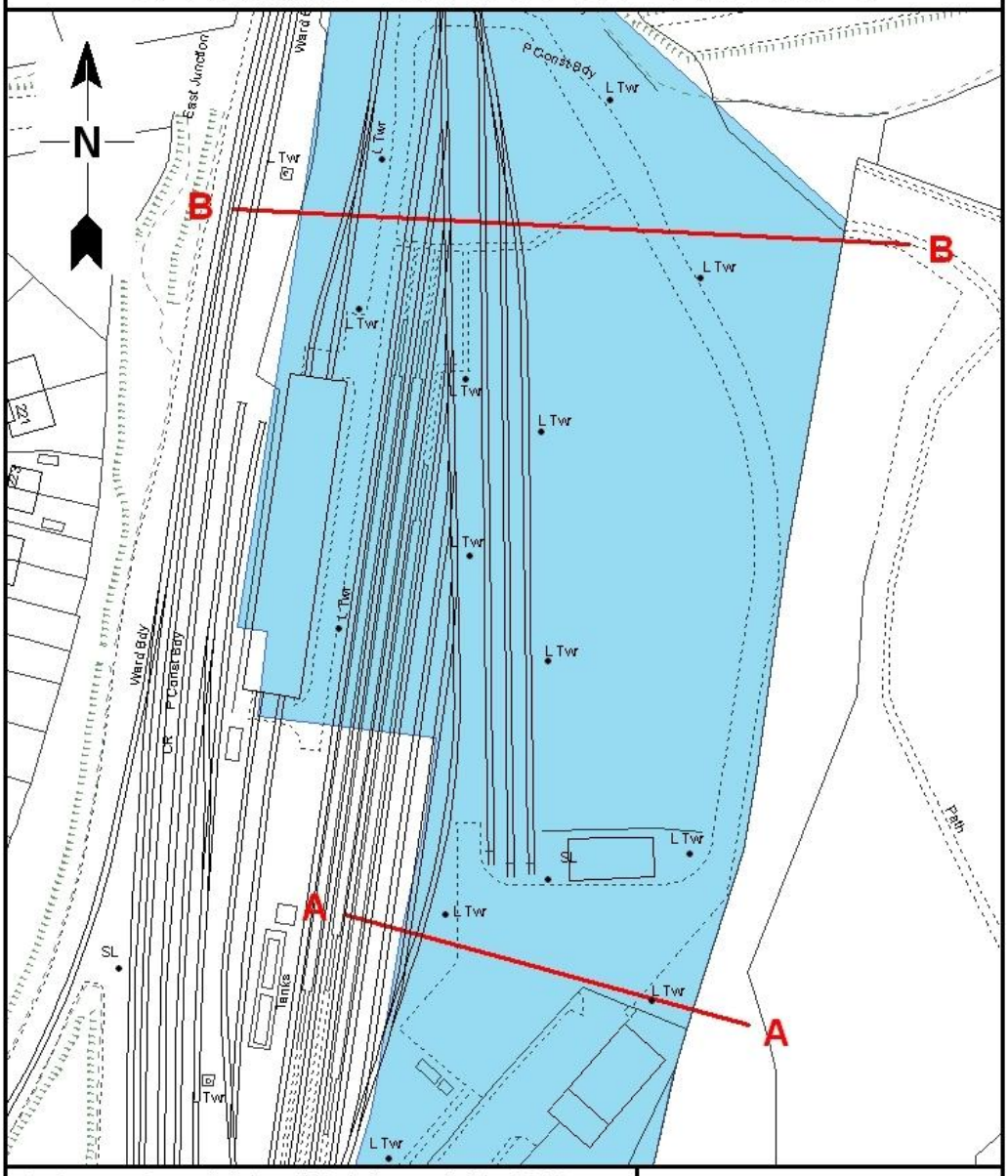
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NL11 Pt 1

Scale

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GLASGOW EASTFIELD PLAN 2 OF 3



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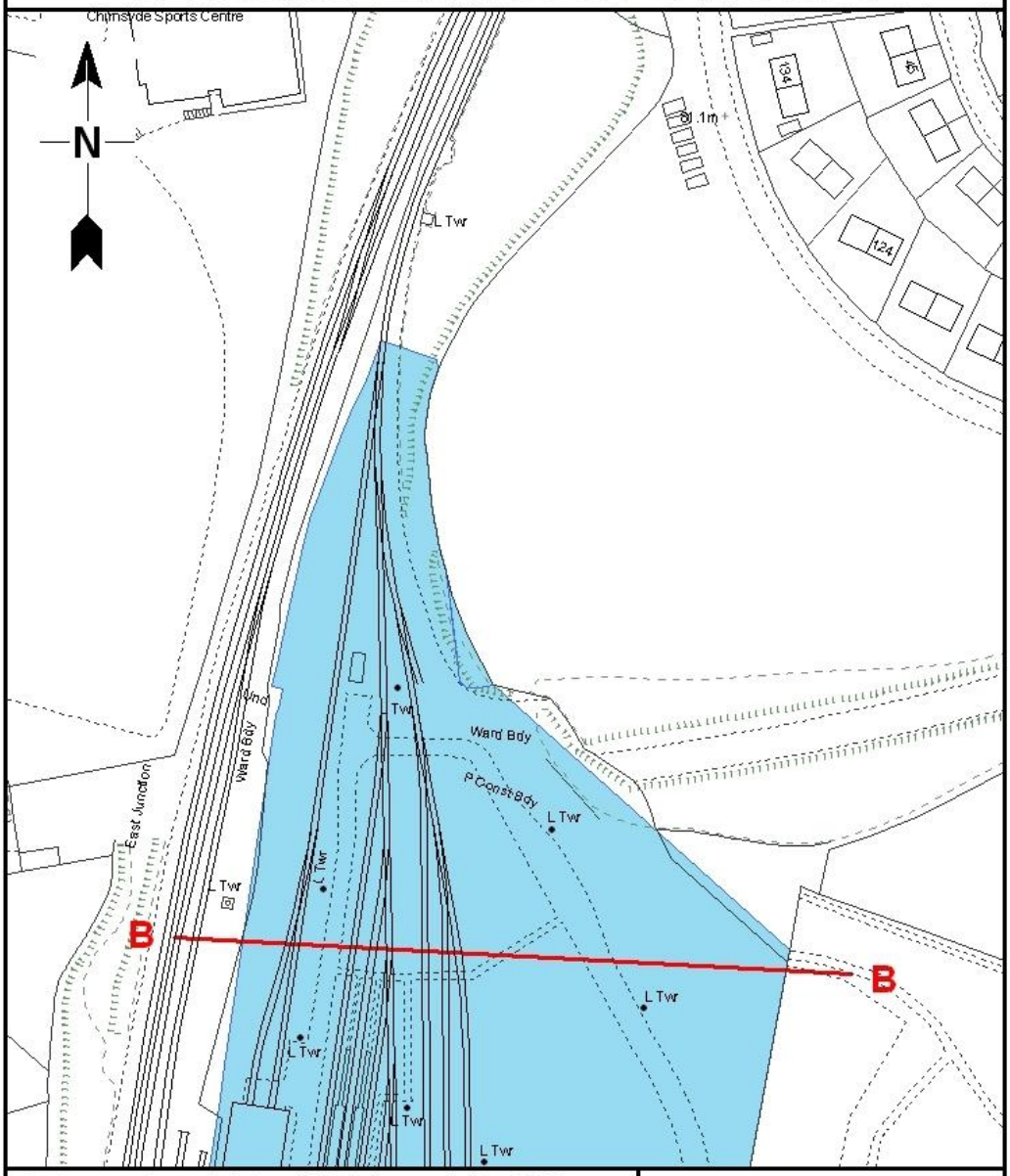
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NL11 Pt 2

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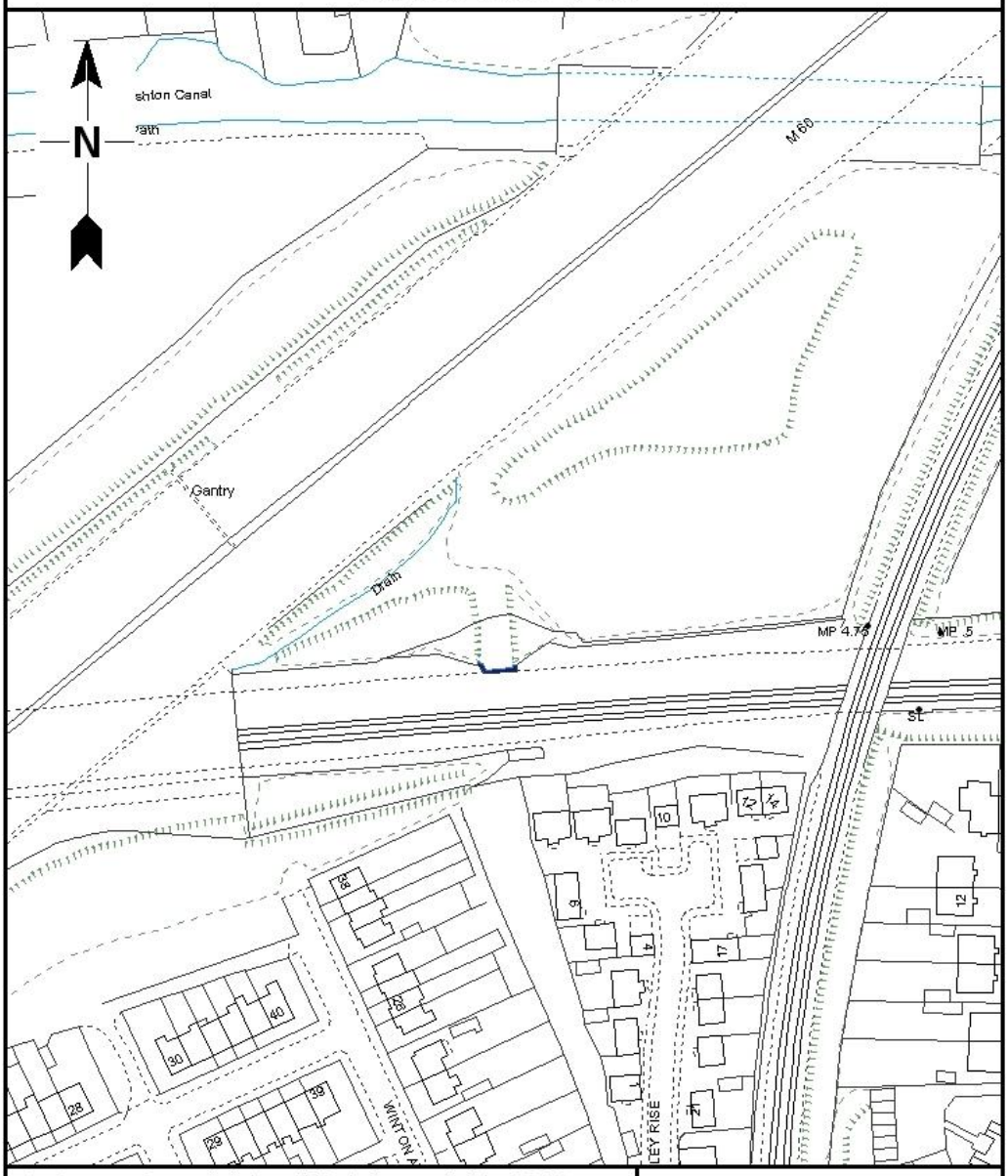


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Plan No:
NL11 Pt 3

	Scale
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AUDENSHAW



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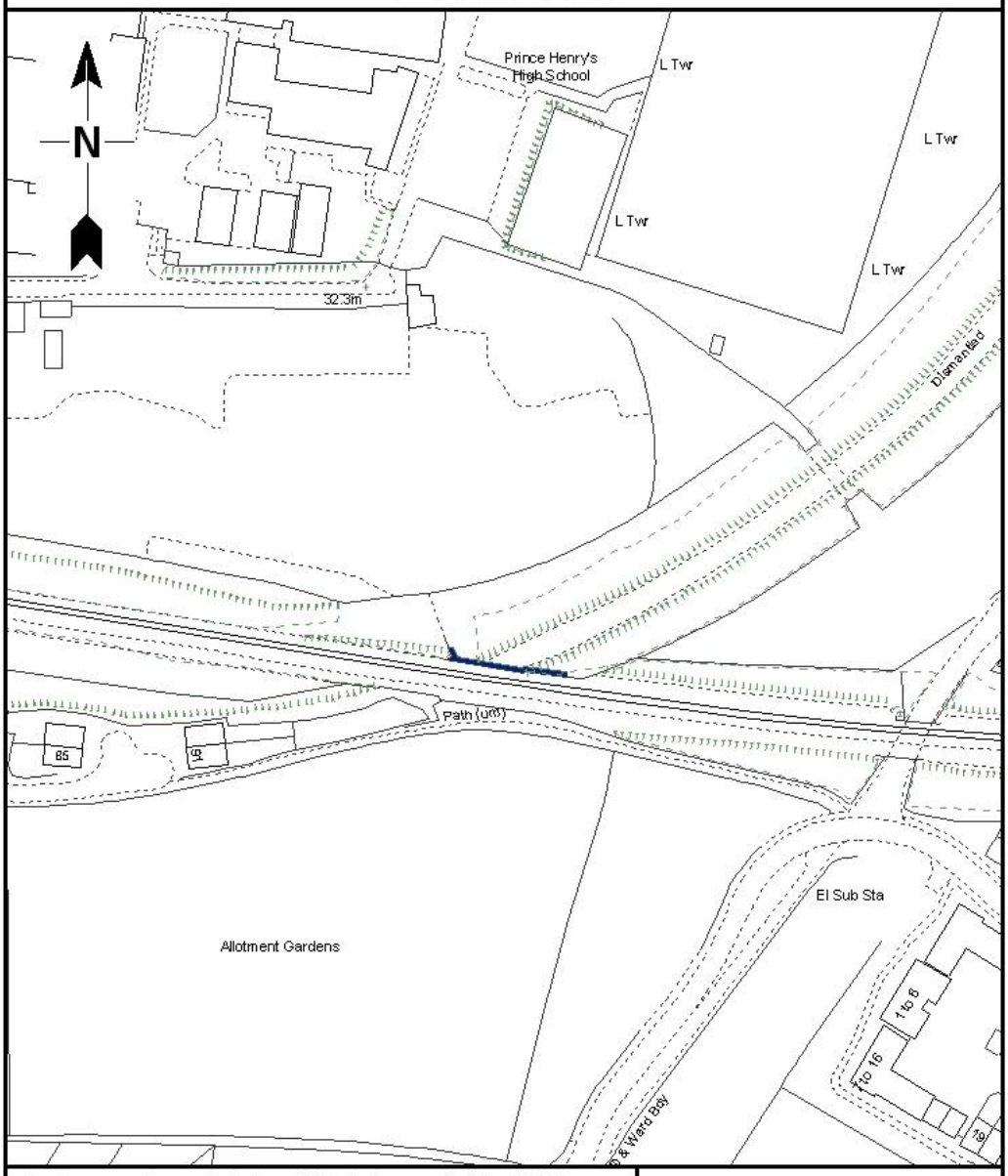
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Scale

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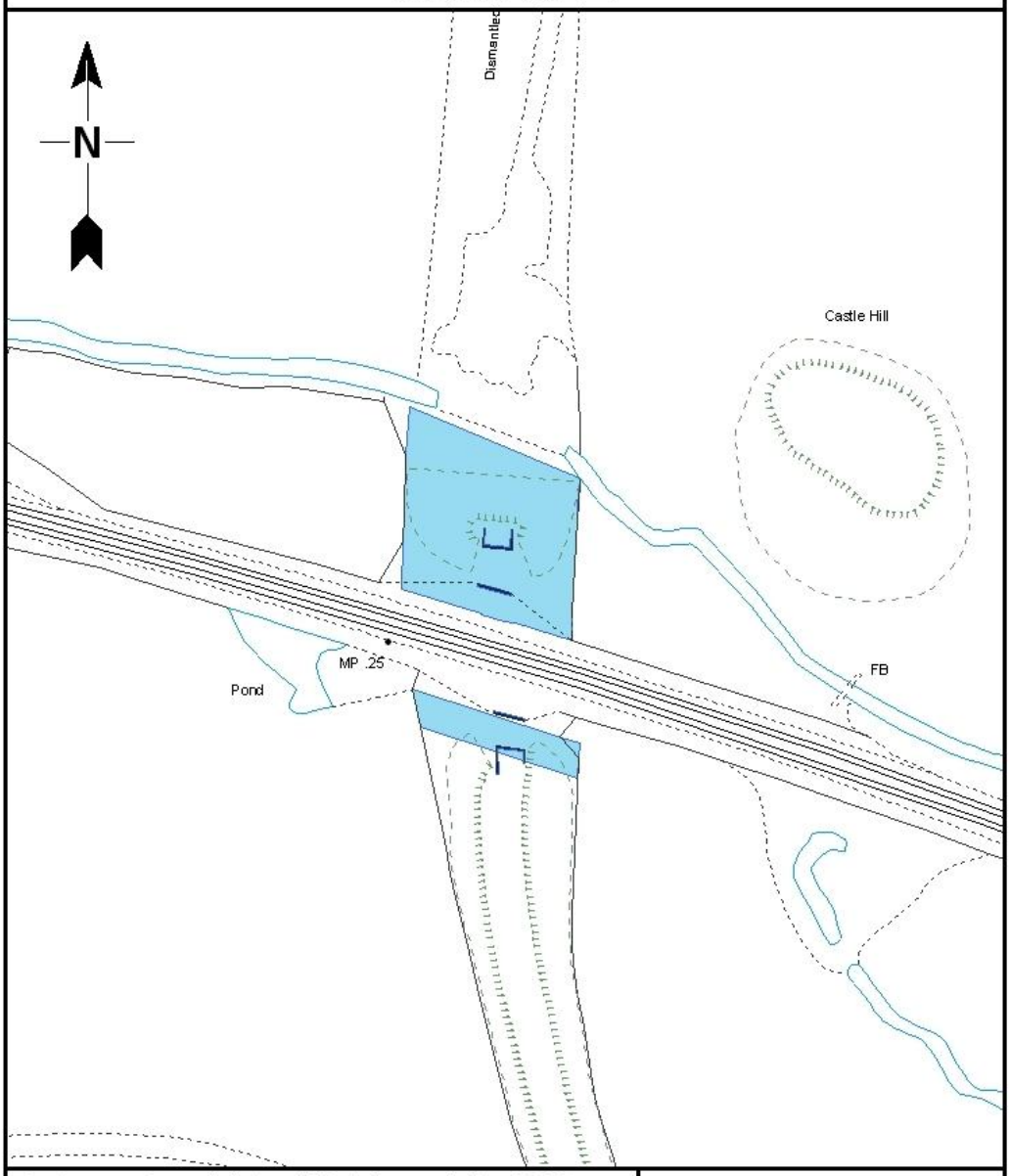
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NS02

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HAMPOLE



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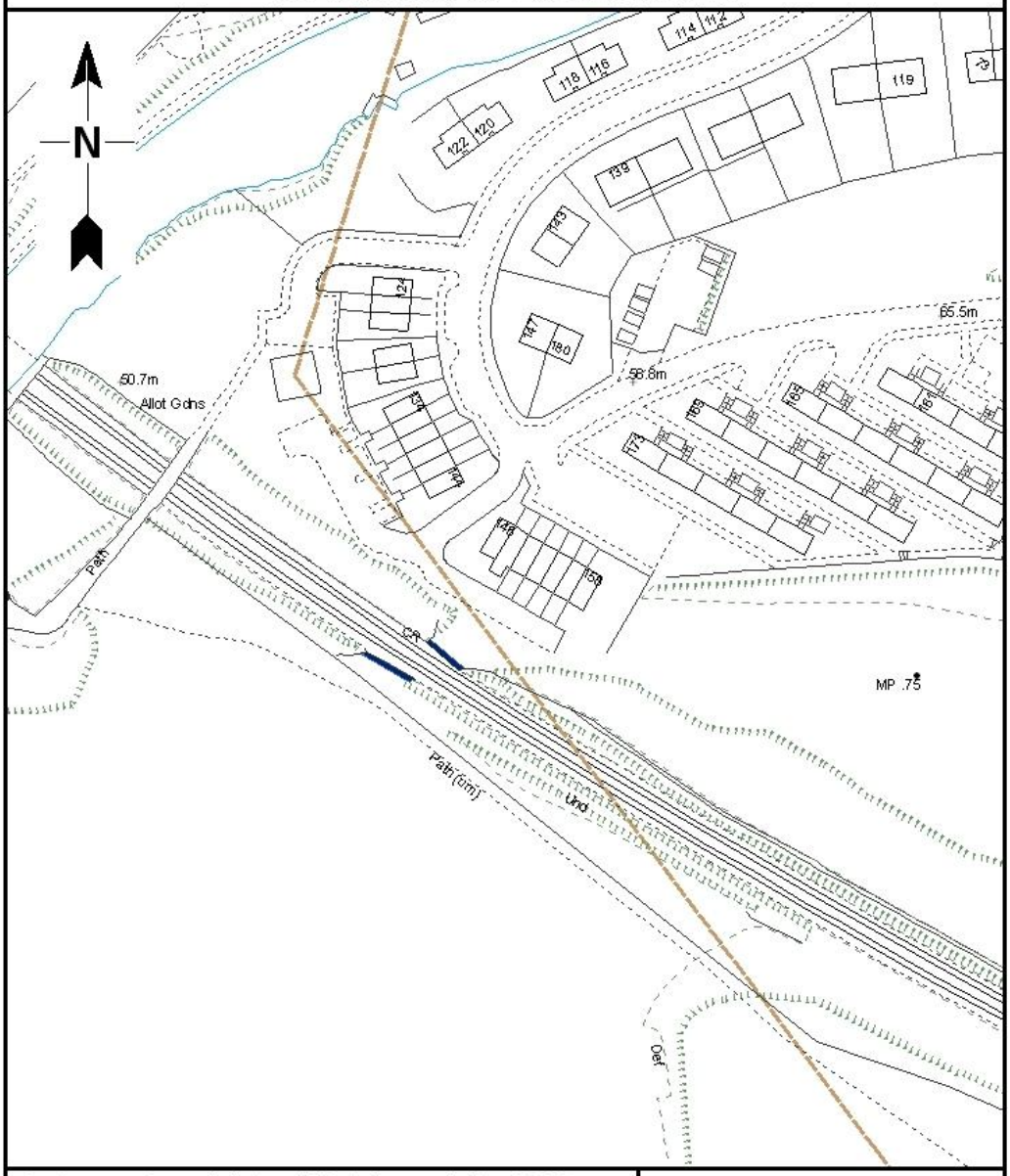
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NS03

Scale

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GLASGOW LAMBHILL



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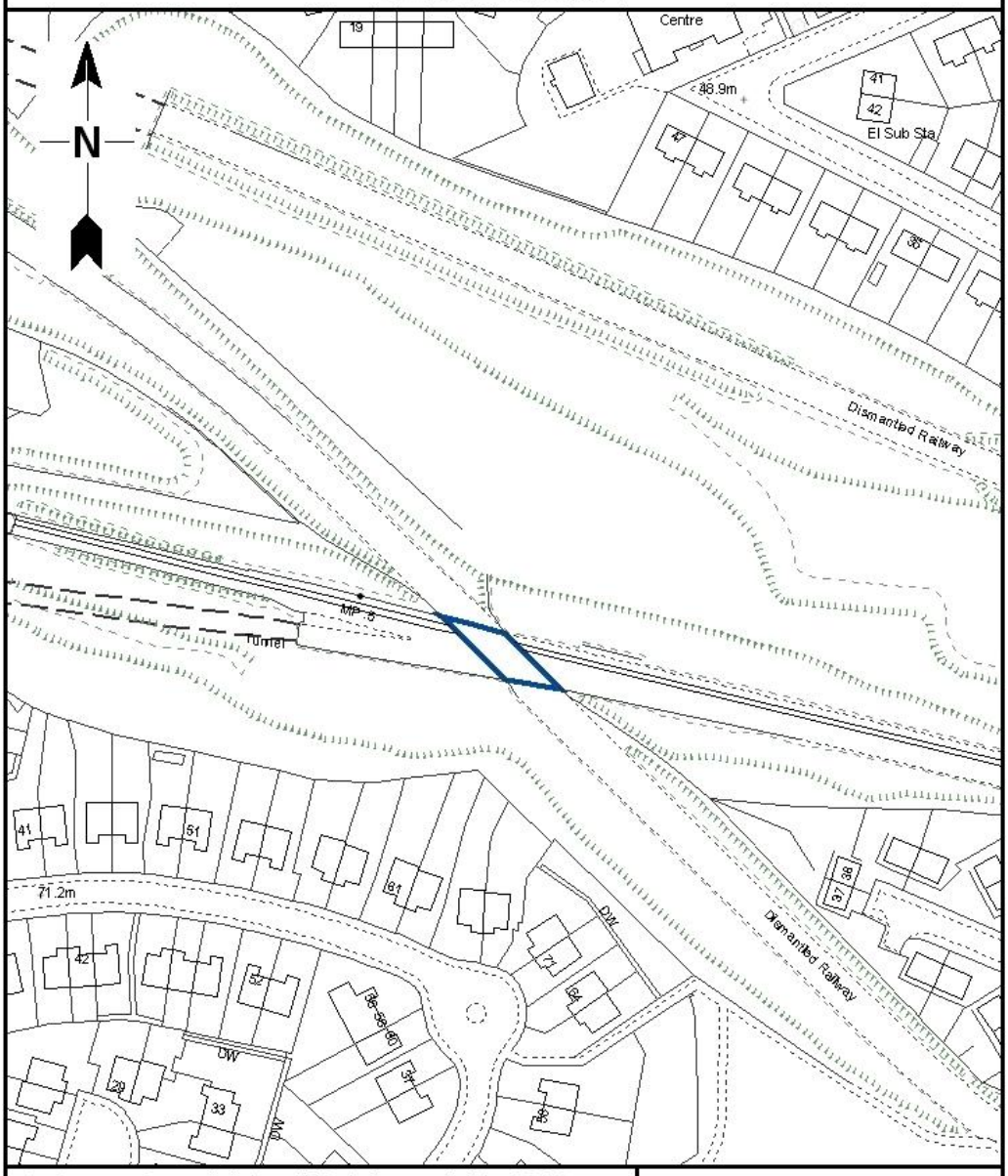
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NS04

Scale

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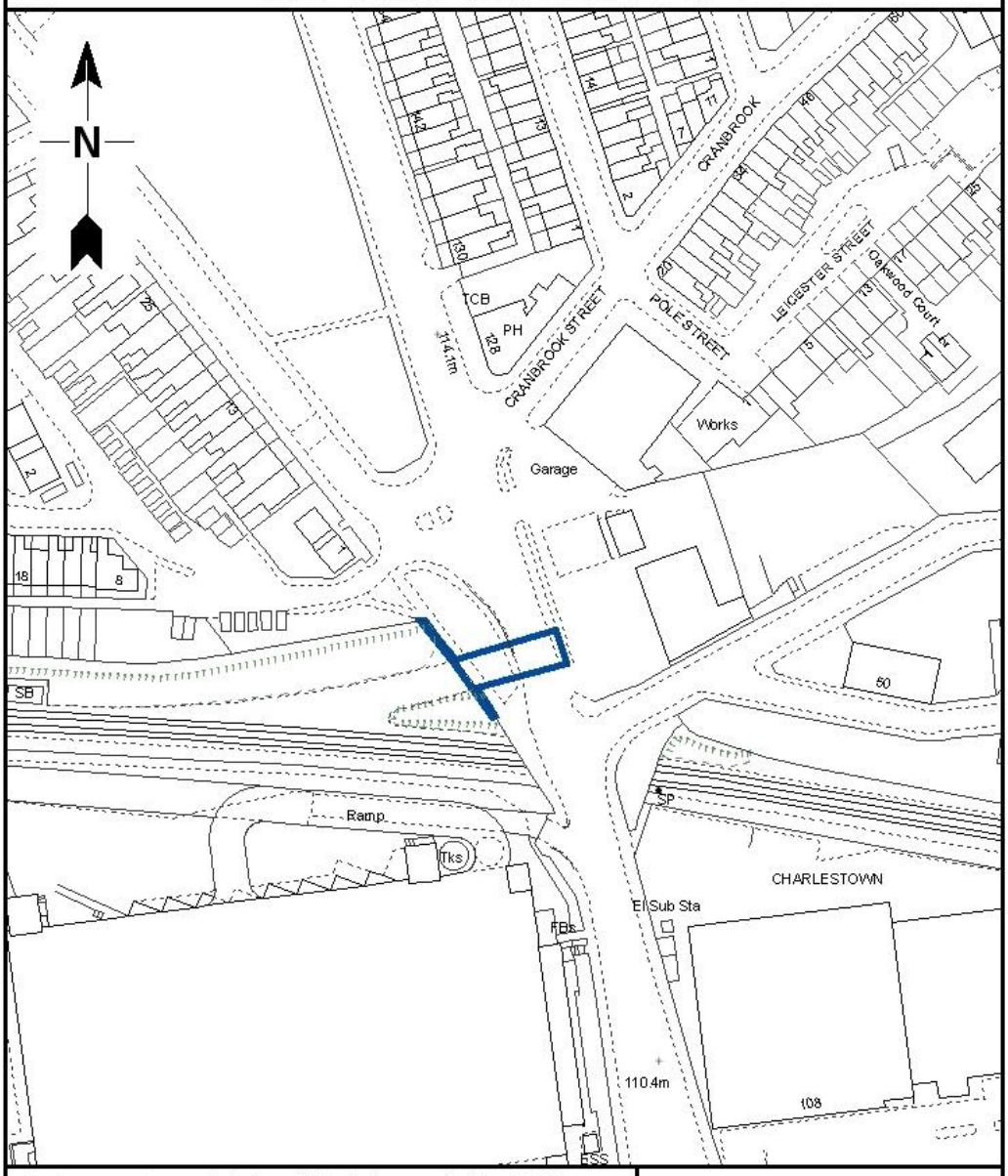
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NS05

Scale

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ASHTON-UNDER-LYNE



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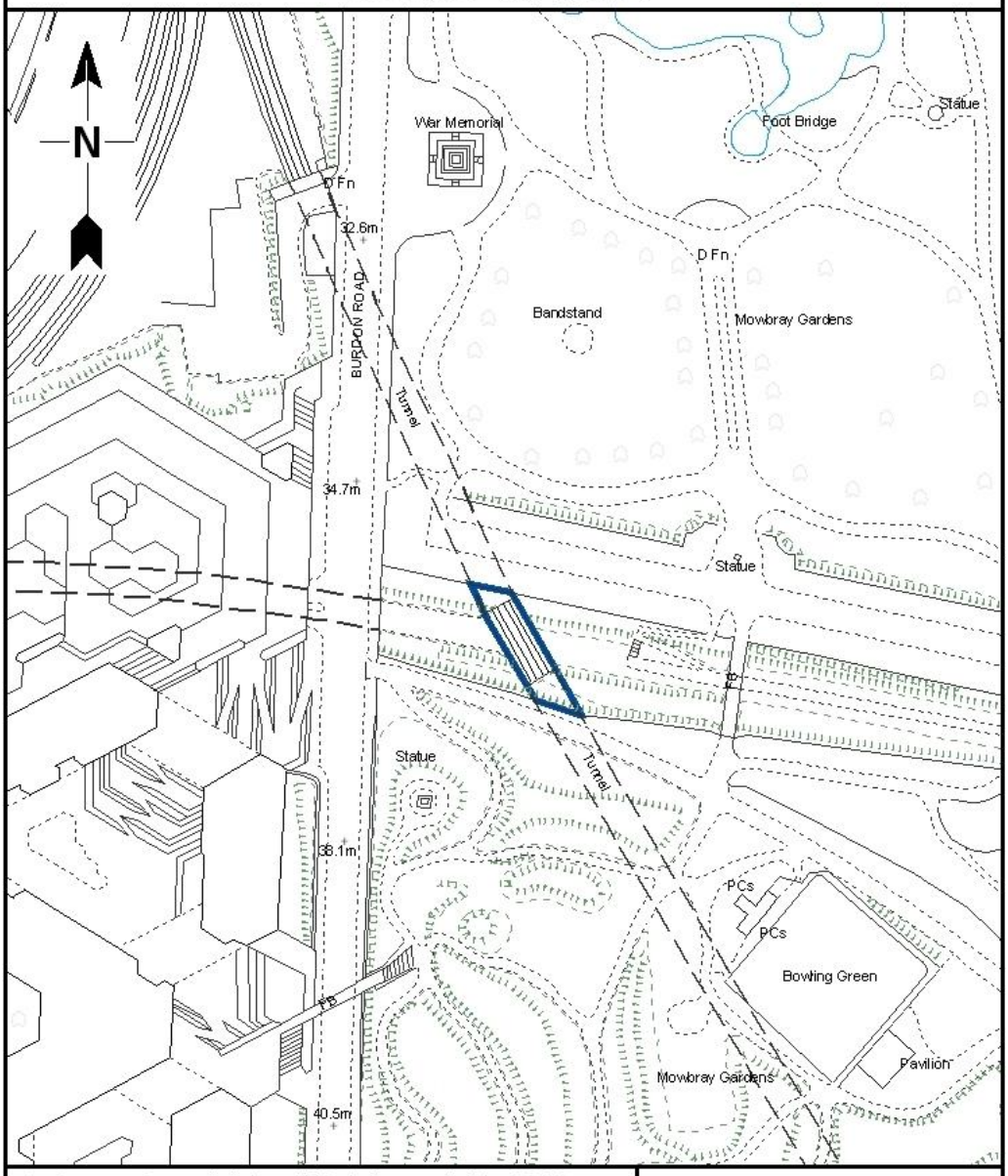
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NS06

Scale

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SUNDERLAND



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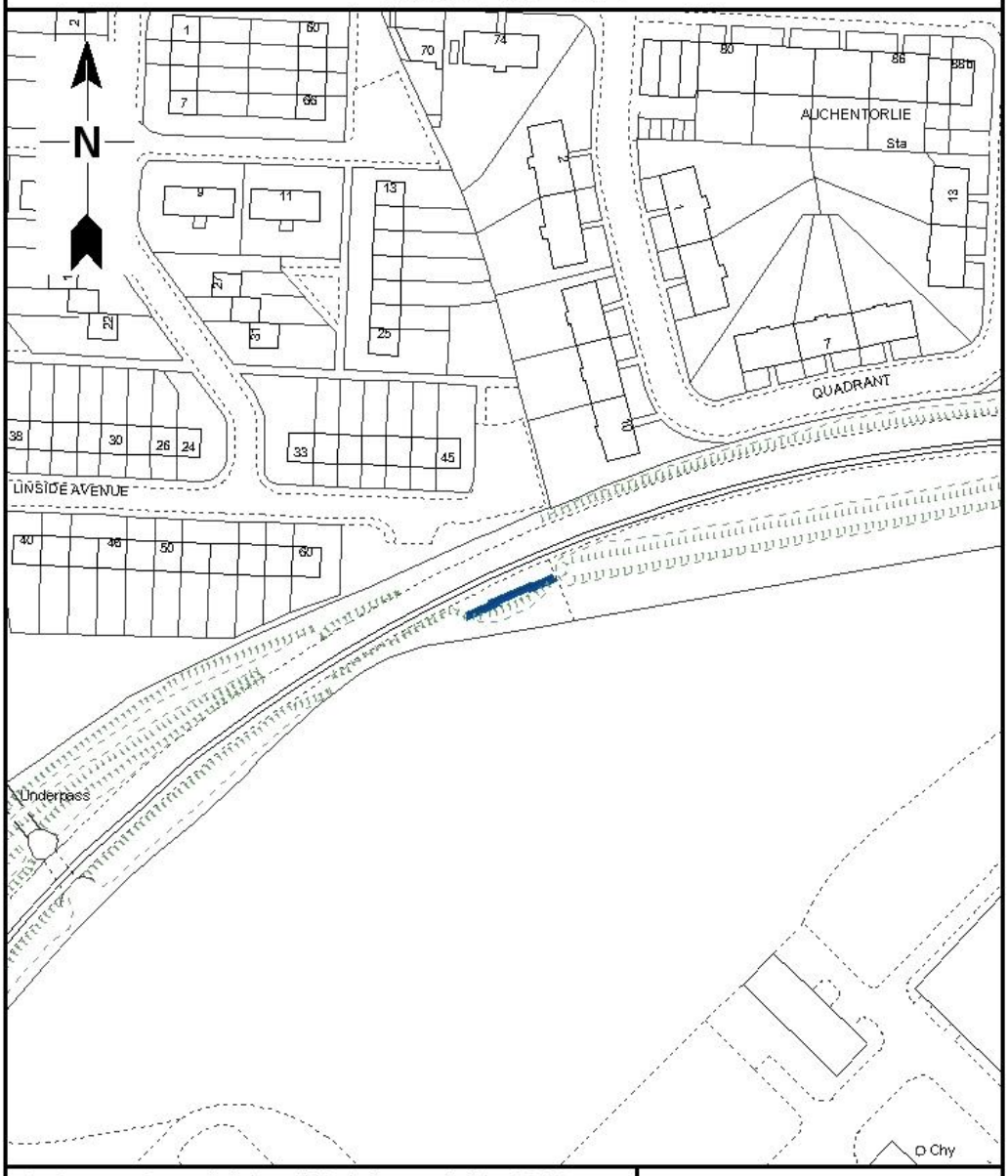
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NS07

Scale

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HAWKHEAD



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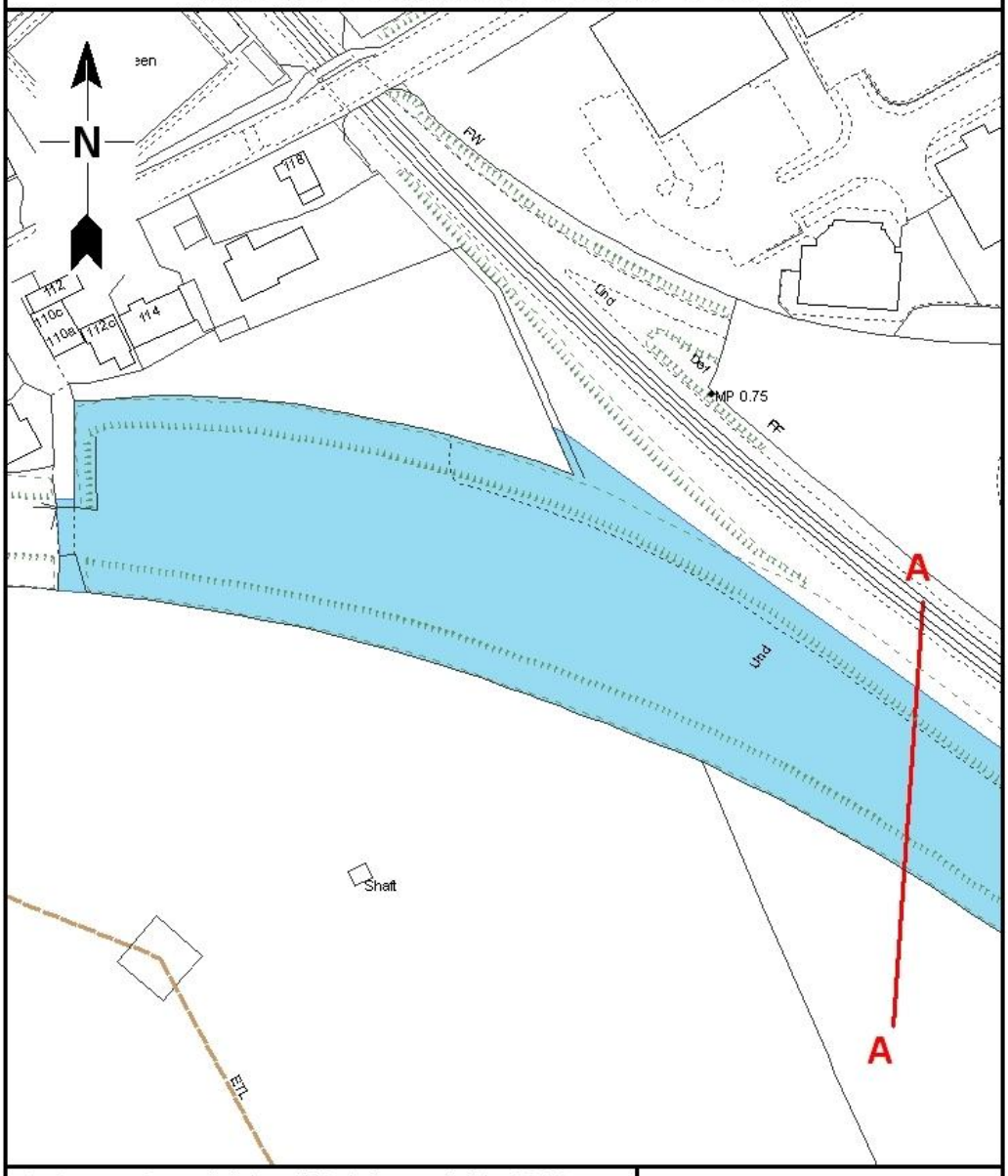
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NS08

Scale

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MUSSELBURGH PLAN 1 OF 3



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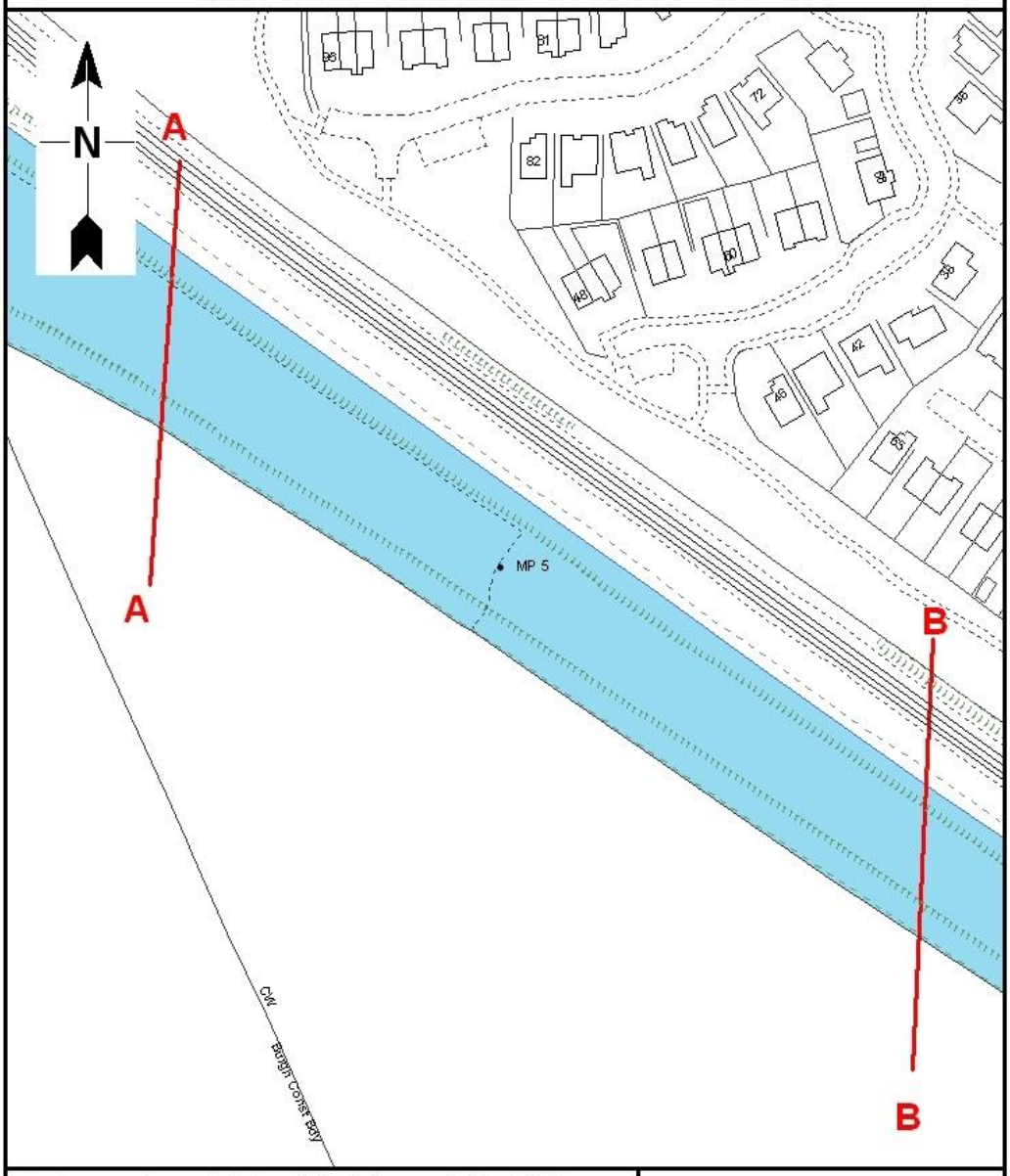
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NS09 Pt 1

Scale

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MUSSELBURGH PLAN 2 OF 3

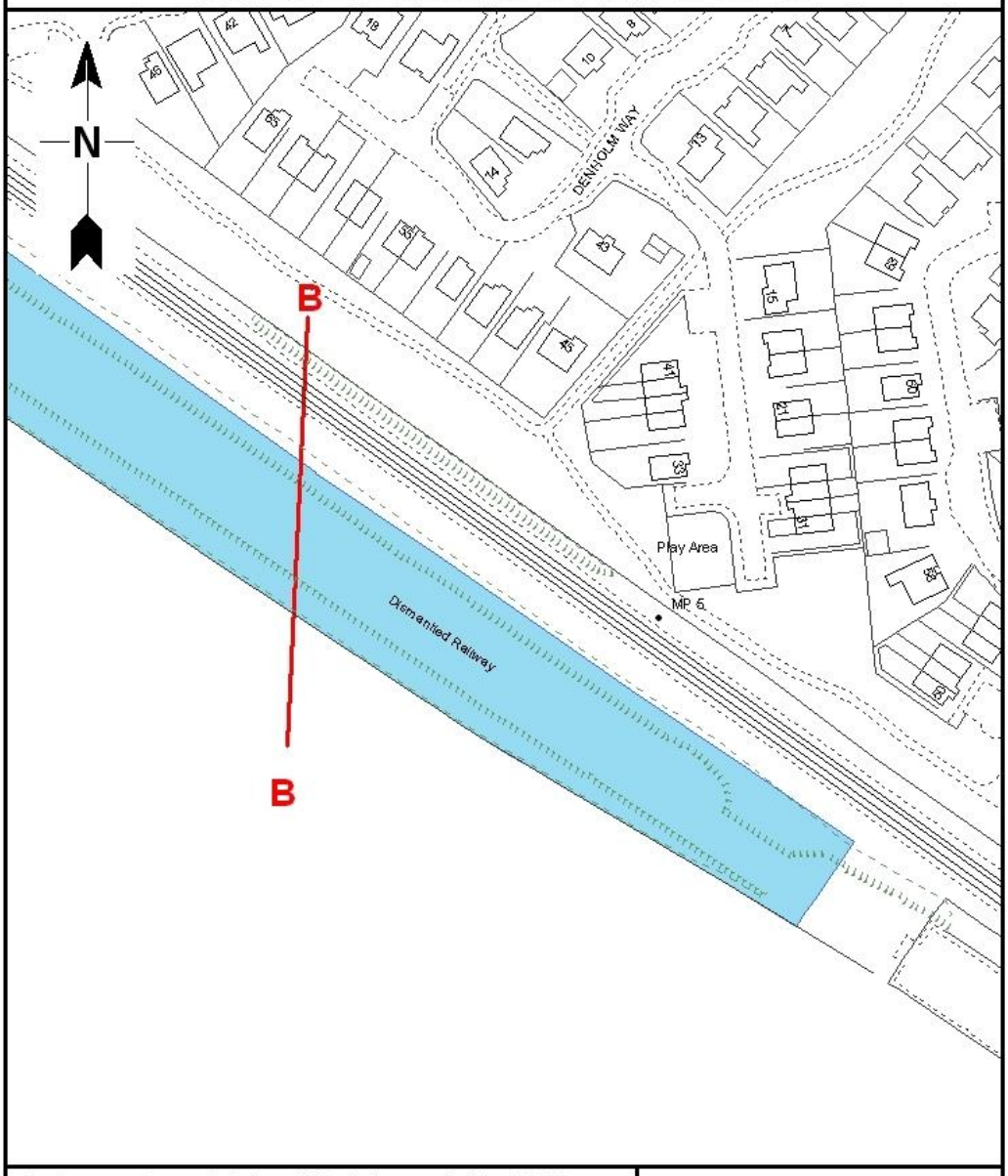


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Plan No:
NS09 Pt 2

	Scale
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MUSSELBURGH PLAN 3 OF 3

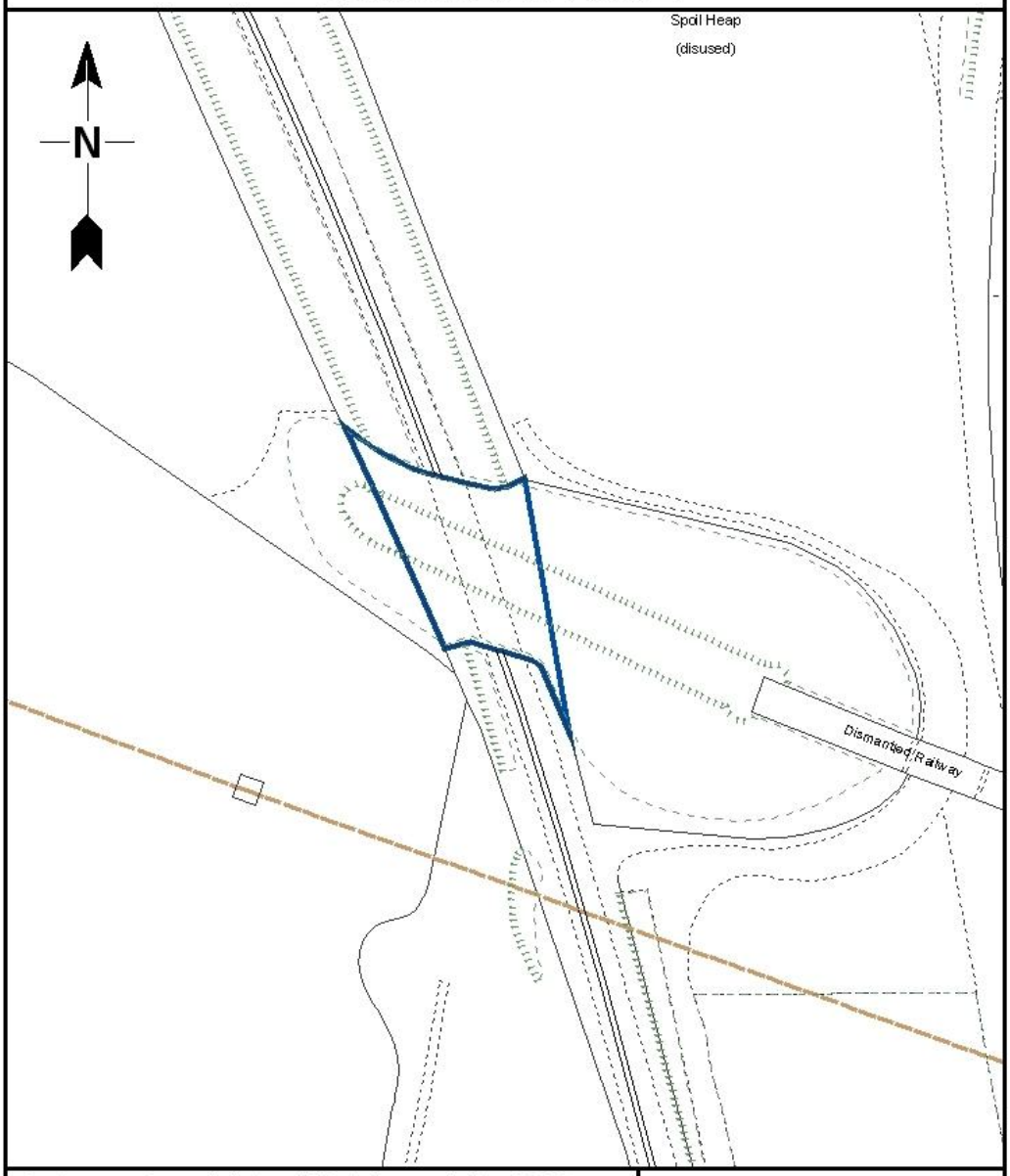


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Plan No:
NS09 Pt 3

	Scale
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CRIGGLESTONE



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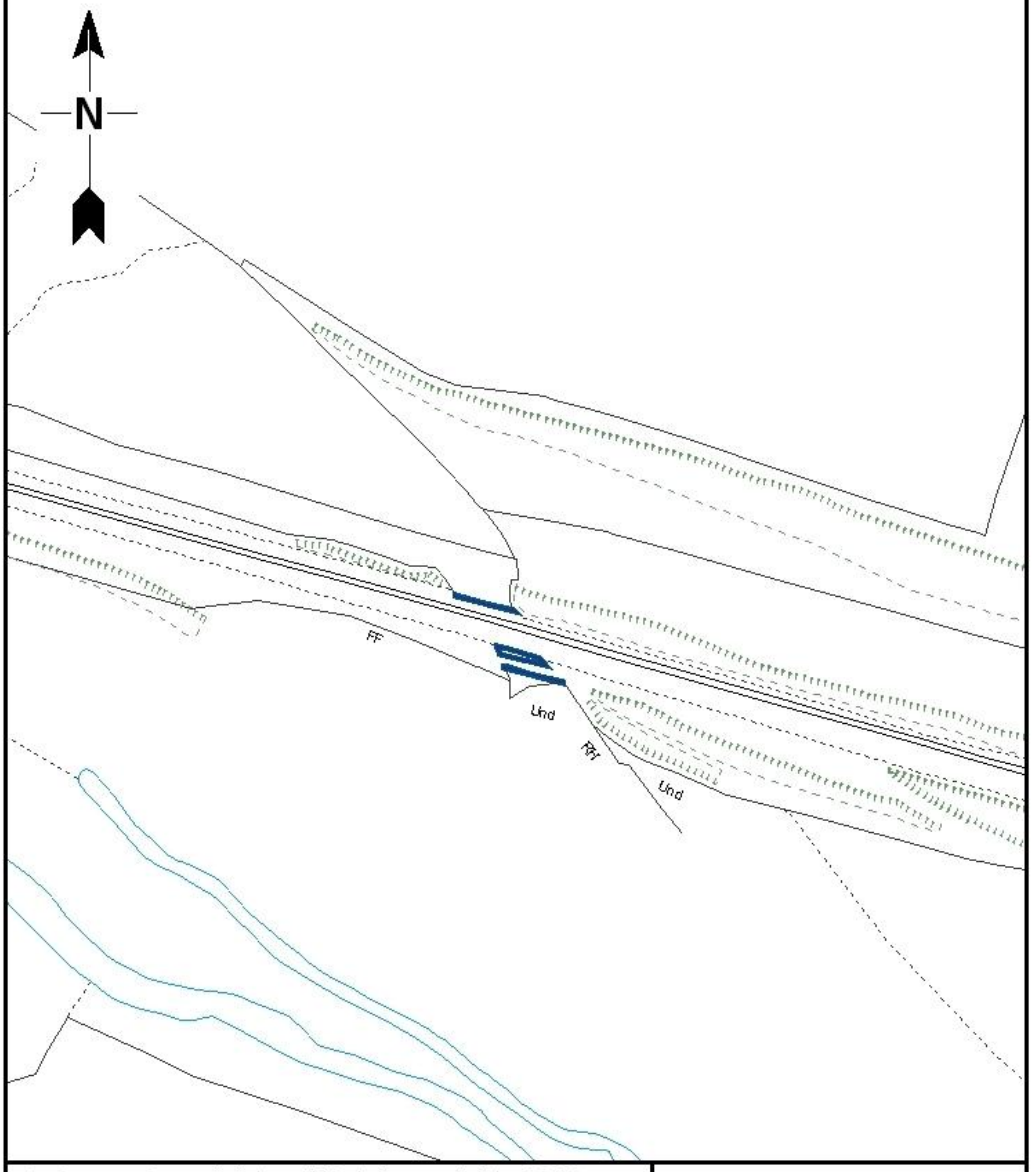
Plan No:

NS10

Scale

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EDGEBOLD



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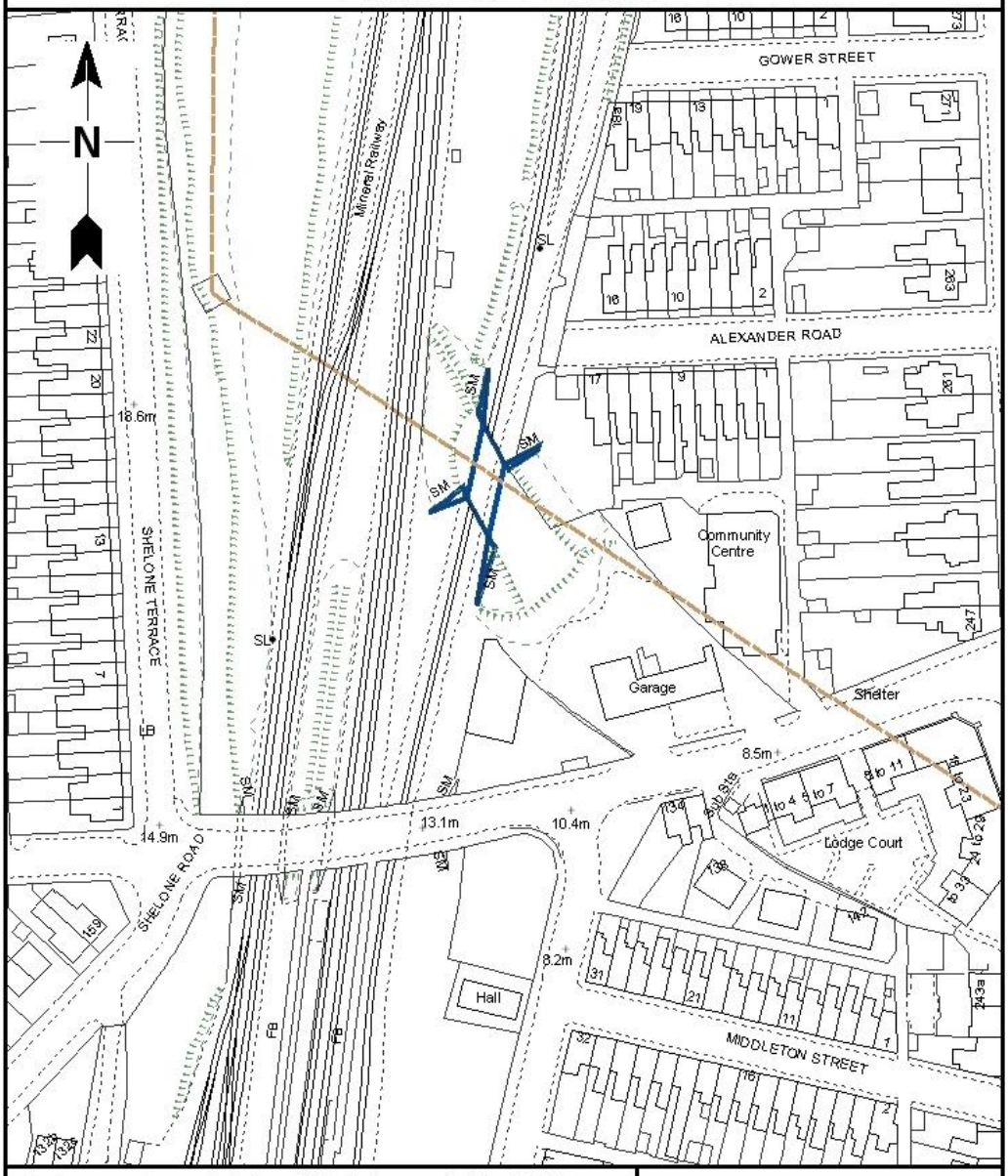
Plan No:

NS11

Scale

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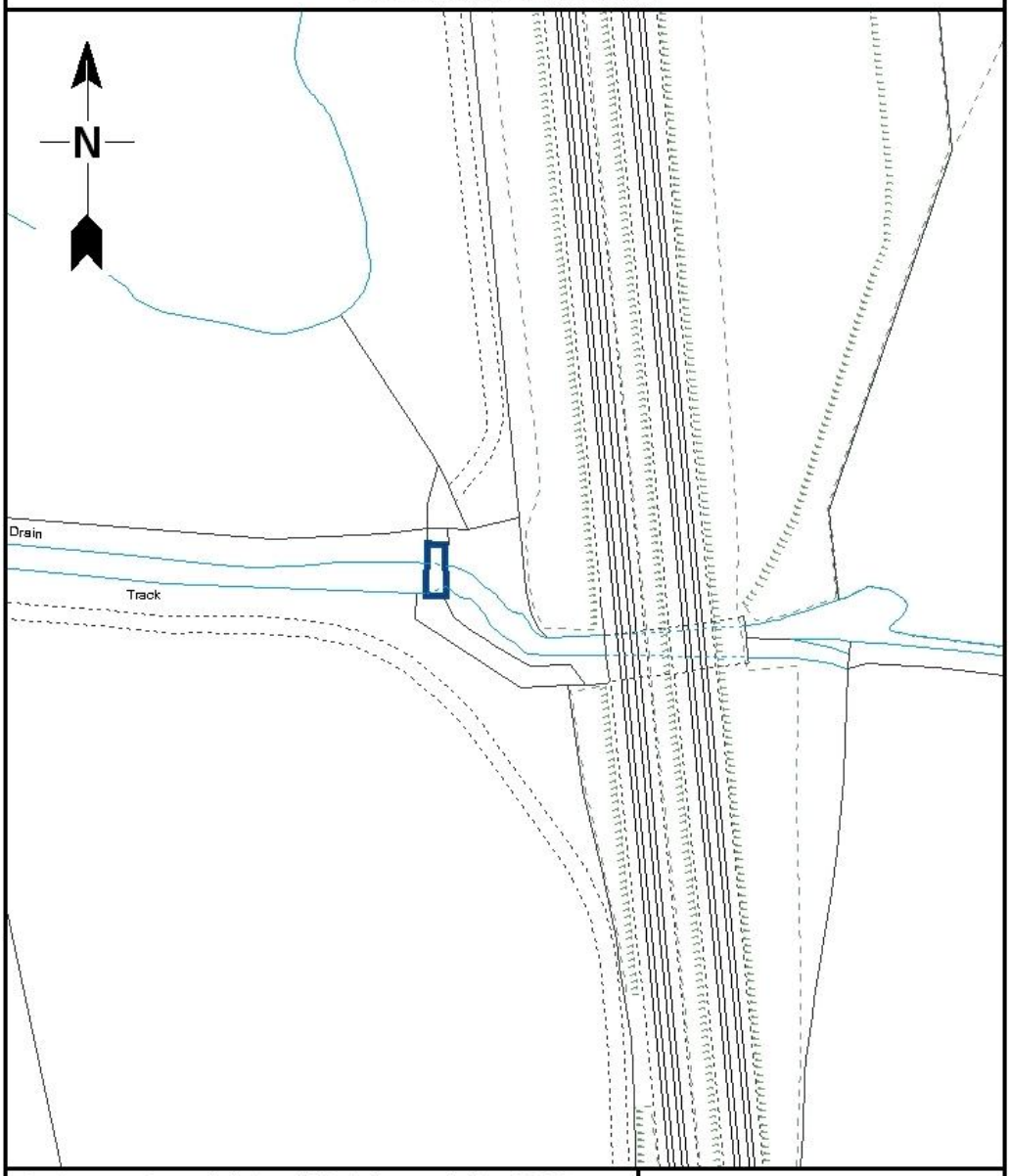


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Plan No:
NS12

	Scale
	0 12.5 25 50 75 100 Metres

SHARNBROOK



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Plan No:

NS13

Scale

0 12.5 25 50 75 100 Metres

Schedule 3

Contracts to be transferred to LCR

1. The property, rights and liabilities of BRB Residuary in the contract dated 8 July 2012 between BRB Residuary and UK Power Networks Services (Contracting) Limited (Registration No 2228168) for the servicing and maintenance of electrical switchgear at Waterloo International Terminal and North Pole.

2. The property, rights and liabilities of BRB Residuary in the contract dated 1 April 2013 between BRB Residuary and Securitas Security Personnel Limited (Registration No 1062876) for security duties at Waterloo International Terminal and North Pole.

3. The property, rights and liabilities of BRB Residuary in the contract dated 27 March 2013 between BRB Residuary and SFS Fire Services Limited (Registration No 5211559) for the maintenance of fire alarms, hose reels, fire extinguishers, wet risers and dampers at Waterloo International Terminal.

4. The property, rights and liabilities of BRB Residuary in the contract dated 27 March 2008 between BRB Residuary and HSC Services Limited (Registration No 5017530) for Building Management System mechanical plant maintenance, including statutory and mandatory services and testing of fire fighting systems (e.g. sprinklers, hose reels etc).

5. The property, rights and liabilities of BRB Residuary in the contract dated 6 August 2009 between BRB Residuary and Lex Autolease Limited (Registration No 1090741), for van hire services.